

FIRST INDUSTRIAL REALTY TRUST INC  
 Form 4  
 July 02, 2013

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MUSIL SCOTT A

2. Issuer Name and Ticker or Trading Symbol  
 FIRST INDUSTRIAL REALTY TRUST INC [FR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 311 S. WACKER DRIVE, SUITE 3900  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/30/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |  |
| Common Stock                    | 06/30/2013                           |  | M <sup>(1)</sup>               | 5,250 A 0.2   | 110,962   | D  |  |
| Common Stock                    | 07/01/2013                           |  | F <sup>(3)</sup>               | 1,698 D \$ 15.3   | 109,264   | D  |  |
| Common Stock                    |                                      |  |                                |   | 9,507   | I  | By 401(k) Plan                             |
| Common Stock                    |                                      |  |                                |   | 1,186   | I  | By Self as ILUTMA Custodian for            |

|              |     |   |  |
|--------------|-----|---|--|
| Common Stock | 920 | I | Daughter<br>By Self as<br>ILUTMA<br>Custodian<br>for Son |
|--------------|-----|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |              |     |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|-----|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date                          | Title        |     |
|  |  |                                      |  |                                |   | Code   | V  | (A)          | (D) |
| Restricted Stock Units                     | (4)  | 06/30/2013                           |  | M <sup>(5)</sup>               | 5,250   | 06/30/2010 <sup>(6)</sup>                                | 06/30/2014                               | Common Stock |     |
| Performance Units                          | (7)  | 07/01/2013                           |  | A                              | 40,850  | 06/30/2014 <sup>(8)</sup>                                | 06/30/2014                               | Common Stock |     |
| Performance Units                          | (7)  | 07/01/2013                           |  | A                              | 40,850  | 12/31/2015 <sup>(9)</sup>                                | 12/31/2015                               | Common Stock |     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| MUSIL SCOTT A<br>311 S. WACKER DRIVE<br>SUITE 3900<br>CHICAGO, IL 60606 |               |           | Chief Financial Officer |       |

## Signatures

/s/John W. Lee,  
attorney-in-fact

07/02/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Transaction resulting from the vesting of restricted stock units ("RSUs") granted under the First Industrial 2001 Stock Incentive Plan.

(2) No figure applicable.

(3) Transaction resulting from tax withholding in connection with the vesting of the RSUs.

RSUs granted under First Industrial's 2001 Stock Incentive Plan on July 13, 2009. Each RSU represents the right to receive, upon vesting, one share of First Industrial common stock, plus any dividend equivalents that have accrued after the issuance of the RSUs and prior to the date of vesting. Vested shares will be delivered to the reporting person promptly after vesting.

(5) The RSUs vested upon the satisfaction of a time-based component and achievement of a specified market price level of First Industrial common stock.

(6) The RSUs vest in four equal annual installments starting on June 30, 2010, subject to the achievement of specified market price levels of First Industrial common stock and continued employment on vesting date.

Performance Units ("Units") granted under First Industrial's 2011 Stock Incentive Plan on July 1, 2013. Each Unit represents the right to receive, upon vesting, on share of First Industrial common stock plus dividend equivalents representing any dividends that have accrued with respect to such share after the issuance of the Units and prior to the date of vesting. Vested shares will be delivered to the reporting person promptly after vesting.

(8) The Units vest on June 30, 2014 based upon the relative total shareholder return of First Industrial's common stock as compared to the MSCI U.S. REIT Index and the NAREIT Industrial Index over the performance measurement period.

(9) The Units vest on December 31, 2015 based upon the relative total shareholder return of First Industrial's common stock as compared to the MSCI U.S. REIT Index and the NAREIT Industrial Index over the performance measurement period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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