DAMONE MICHAEL G

Form 4

November 20, 2008

FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

1(b).

Common

Stock, par

value \$.01

per share

11/19/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * DAMONE MICHAEL G			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)		
	, , , , , , , , , , , , , , , , , , , ,			Earliest Tra ny/Year) 108	nsaction	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Director Of Strategic Planning		
CHICAGO		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CHICAGO, IL 60606						Person		
(City)	(State)	(Zip)	Table	I - Non-Do	erivative Securities Acq	uired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A)

(D)

Price

<u>(1)</u>

Amount

50,000 A

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

Code V

 \mathbf{C}

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s) (Instr. 3 and 4)

62,500 (2)

I

By his

wife's

Trust

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Limited Partnership Units (3)	<u>(1)</u>	11/19/2008		C	50,000	<u>(4)</u>	<u>(4)</u>	Common Stock	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
rr a g a m a m a m a m a m	Director	10% Owner	Officer	Other		
DAMONE MICHAEL G 311 SOUTH WACKER DRIVE SUITE 4000 CHICAGO, IL 60606	X		Director Of Strategic Planning			

Signatures

/s/ John H. Clayton, attorney-in-fact

**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) Exchangeable for shares of FR's Common Stock on a one-for-one basis (subject to adjustment).
- (2) Does not include 62,883 shares held indirectly by the reporting person through his trust.
- (3) Limited partnership units in First Industrial, L.P., of which FR is the general partner.
- (4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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