MUSIL SCOTT A Form 4 January 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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).

(Last)

(City)

(Print or Type Responses)

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

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

Issuer

below)

FIRST INDUSTRIAL REALTY TRUST INC [FR]

(Middle)

(Zip)

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

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

(Check all applicable)

5. Relationship of Reporting Person(s) to

01/01/2011

acting CFO, CAO

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

Applicable Line) _X_ Form filed by One Reporting Person

CHICAGO, IL 60606

311 SOUTH WACKER

DRIVE, SUITE 3900

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially (D) or Owned Indirect (I) **Following** (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Common

per share

Stock, par 01/01/2011 value \$.01

Code V Amount (D) 4,840

(1)

 $F^{(1)}$

Price D

9.49

(A)

or

(1)

58,726 (2)

Transaction(s)

(Instr. 3 and 4)

D

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

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	on Date, if TransactionNumber Expiration Date Code of (Month/Day/Year)		Expiration Date Amou		int of	Derivative	J	
Security	or Exercise		any			Year)	Underlying		Security	,	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities		(Instr. 5)]
	Derivative			Securities Acquired			(Instr		3 and 4)		(
	Security										J
	-				(A) or						J
					Disposed						-
				of (D) (Instr. 3,							(
					4, and 5)						
									Amount		
									Amount		
						Date Expiration Exercisable Date	Expiration	Title	or Number		
								of			
				C-1- 1	7 (A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MUSIL SCOTT A 311 SOUTH WACKER DRIVE SUITE 3900 CHICAGO, IL 60606

acting CFO, CAO

Signatures

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

01/04/2011

**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 tax withholding in connection with the vesting of restricted stock.
- (2) Does not include 2,106 shares held indirectly by the reporting person through his children and 3,407 shares held indirectly by the reporting person through his 401K.

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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