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FIRST INDUSTRIAL REALTY TRUST INC

Form 4

January 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Expires:

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * **DUNCAN BRUCE W**

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol FIRST INDUSTRIAL REALTY

(Check all applicable)

TRUST INC [FR] (Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify

(Month/Day/Year) 01/01/2015

X_ Officer (give title below) President and CEO

311 S. WACKER DRIVE, SUITE

(First)

(Street)

3900

(Last)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

CHICAGO, IL 60606

(State) (Zip) (City)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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.

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amo Underlying Secu

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Security	or Exercise		any	Code	Securities	(Mc	onth/Day/Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired ((A)				
	Derivative		•		or Dispose	d of				
	Security				(D)					
	•				(Instr. 3, 4,	,				
					and 5)					
				Code V	(A)	(D) Date	e Exercisable	Expiration	Title	An
								Date		or
										Nu
										of
Performance Units	<u>(1)</u>	01/01/2015		A	24,039	12/	/31/2017 <u>(2)</u>	12/31/2017	Common	24

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
FS	Director	10% Owner	Officer	Other			
DUNCAN BRUCE W 311 S. WACKER DRIVE SUITE 3900 CHICAGO, IL 60606	X		President and CEO				

Signatures

Units

/s/Daniel J. Hemmer, 01/05/2015 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).
- Performance Units ("Units") granted under First Industrial's 2014 Stock Incentive Plan on January 1, 2015. Each Unit represents the right to receive, upon vesting, one 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.
- The Units vest on December 31, 2017 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. 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.

Reporting Owners 2