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COOK ARNE M Form 4 February 04, 2003

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b)

1.	Name and Address of Reporting Person* (Last, First, Middle) Cook, Arne M c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000			2.	Tradi	r Name and Ti ing Symbol industrial Realt			3.	I.R.S. Identificati Person, if an entit	on Number of Reporting by (Voluntary)		
				4.	4. Statement for (Month/Day/Year) 1/31/03					If Amendment, Date of Original (Month/Day/Year)			
	(Street)					ionship of Rep		ng Person(s) to	7.	Individual or Joint/Group Filing (Check Applicable Line)			
	Chicago, IL 60606			<u>.</u>	0	Director ()	10% Owner		x	Form filed by One Reporting Person		
	(City)	y) (State) (Zip)			x o	Officer (give title below) Other (specify below)				o	Form filed by More than One Reporting Person		
						Managing	Direc	ctor					

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

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

			Tal	ole I	Non-Derivative	Sec	curities	s Acqı	uired, Dis	spose	d of, or B	ene	ficially Owned			
1.	1. Title of Security (Instr. 3)		Transaction Date (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	. Transaction Code (Instr. 8)		Securitie or Dispo (Instr. 3,	sed of	(D)	5.	Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	v	Amount	(A) or (D)	Price					
	Common Stock, par value \$.01 per share		1/31/03				F(1)		174	D	\$27.15		10,036	D		
								Page	2							

$\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3a.	Deemed Execution Date, if any (Month/Day/Year)	 Transaction Code (Instr. 8)	ode		Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
							Code V		(A)	(D)		
					Pag	e 3						

	T					l, Disposed of, or Beneficial , options, convertible securi				
6.	Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Der Seci	e of 9 ivative irity r. 5)	1	Number of Derivative Securities Beneficially Owned Following Reported Fransaction(s)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Expiration Exercisable Date	Amount or Number of Title Shares								
_										
_										
	planation of Responses Transaction resulting fro		connect	ion with v	est	ting of restricted stock.				
		/s/ Arne M. Cook				1/31/03				
	k	**Signature of Reporti Person	ng			Date				

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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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