FIRST INDUSTRIAL REALTY TRUST INC Form 5 February 06, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL 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

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

O Form 3 Holdings Reported

O Form 4 Transactions Reported

| • | Name and Address of Reporting Person* | 2. | . Issuer Name and Ticker or Trading 3 Symbol | | | | | I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | | |
|----------------------|---|----|--|-------|------------|---------------|--|--|---------------------------------------|--|--|
| | Shidler, Jay H | | First Industria | l Rea | alty Trus | t, Inc. (FR) | | | | | |
| | (Last) (First) (Middle) | | | | | | | | | | |
| | c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000 (Street) | | Statement for Month/Year | | | 5. - 7. | If Amendment, Date of Original (Month/Year) | | | | |
| | | | 2002 | | | | | | | | |
| | | | Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>) | | | | Individual or Joint/Group Reporting (Check Applicable Line) | | | | |
| | Chicago, IL 60606 | | x Dire | ctor | 0 | 10% Owner | | x | Form filed by One Reporting Person | | |
| (City) (State) (Zip) | | | o Offic | er (g | give title | below) | | 0 | | | |

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Other (specify below)

0

Form filed by More than One Reporting Person

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

| 1. Title of 2. Transa Security Date (Instr. 3) (Month | E | Deemed Execution 3. Date, if any Month/Day/Year) | Transactio Code (Instr. 8) | nSecurities (A) or Dispos (Instr. 3, 4 | ed of (D) | 5. | Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. | Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|-------------------------------------|---|------------------------|----|---|----|---|----|--|
| | | | | | (A) or (D) Price | | | | | | |
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| | | | Pag | ge 2 | | | | | | | |

| | 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 Securities Acquired (A (D) (Instr. 3, 4 a | A) or Disp | |
| | | | | | | | | | | | (A) | (D) | |
| _ | Employee Stock Option (right to buy) | | \$33.15 | | 5/15/02 | | | | A | | 10,000 | | |
| | | | | | | | | | | | | | |
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| I | Date Exerci Expiration 1 Month/Day, | Date | Title and Amount 8. of Underlying Securities (Instr. 3 and 4) | | Price of 9. Derivative Security (Instr. 5) | Number of Derivative 10 Securities Beneficially Owned at End of Year (Instr. 4) | Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownershi (Instr. 4) |
|---|---|--------------------|---|----------------------------------|---|---|---|---|
|] | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| | (1) | 5/15/12 | Commor Stock | 10,000 | (1) | 10,000 | D | |
| | | | | | | | | |
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Explanation of Responses:

(1) Options were granted on 5/15/02 in accordance with FR's 1997 Stock Incentive Plan and vest on the one year anniversary of the date of grant.

| /s/ Jay H. Shidler | 1/16/03 |
|------------------------------------|---------|
| **Signature of Reporting Person | Date |

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

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