Harker David Form 4 October 18, 2012

### FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person \* Harker David

311 S. WACKER DRIVE, SUITE

2. Issuer Name and Ticker or Trading Symbol

FIRST INDUSTRIAL REALTY

TRUST INC [FR]

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

10/17/2012

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify

below)

EVP - Central Region

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

3900

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/17/2012		M(1)	5,250	A	<u>(2)</u>	73,448	D	
Common Stock	10/17/2012		F(3)	1,651	D	\$ 13.55	71,797	D	
Common Stock							11,196	I	By Marital Trust
Common Stock							13,779	I	By Spouse's Marital Trust

#### Edgar Filing: Harker David - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		
				Code V	,	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (4)	<u>(2)</u>	10/17/2012		M(5)		5,250	<u>(6)</u>	06/30/2014	Common Stock	5,250

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Harker David 311 S. WACKER DRIVE SUITE 3900 CHICAGO, IL 60606

**EVP** - Central Region

# **Signatures**

/s/John W. Lee, attorney-in-fact

\*\*Signature of Reporting Person Date 
Description

## **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 the vesting of restricted stock units ("RSUs") granted under the First Industrial 2001 Stock Incentive Plan.
- (2) No figure applicable.
- (3) Transaction resulting from tax withholding in connection with the vesting of the RSUs.
- (4) RSUs granted under First Industrial's 2001 Stock Incentive Plan on July 13, 2009. Each RSU represents the right to receive, upon vesting, one share of First Industrial common stock, plus any dividend equivalents that have accrued prior to the date of vesting. Vested shares

Reporting Owners 2

#### Edgar Filing: Harker David - Form 4

will be delivered to the reporting person promptly after vesting.

- (5) The RSUs vested upon the satisfaction of a time-based component and achievement of a specified market price level of First Industrial common stock.
- (6) The RSUs vest in four equal annual installments starting on June 30, 2010, subject to the achievement of specified market price levels of First Industrial common stock and continued employment on vesting date.

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.