Harker David Form 4 May 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Harker David	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	FIRST INDUSTRIAL REALTY TRUST INC [FR]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
311 S. WACKER DRIVE, SUITE 3900	05/13/2013	below) below) EVP - Central Region			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
CHICAGO II 60606		_X_ Form filed by One Reporting Person Form filed by More than One Reporting			

CHICAGO, IL 60606

Person	•	C
Table I - Non-Derivative Securities Acquired, Disposed of, or Benefit	icially C	wned

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative	Secur	ities 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/13/2013		$M_{\underline{(1)}}$	5,250	A	<u>(2)</u>	87,926	D	
Common Stock	05/13/2013		F(3)	1,698	D	\$ 18.31	86,228	D	
Common Stock							7,546	I	By Marital Trust
Common Stock							13,779	I	By Spouse's Marital Trust

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3235-0287

January 31,

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

3. Transaction Date 3A. Deemed

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.

6. Date Exercisable and

SEC 1474

(9-02)

7. Title and Amount

quired, Disposed of, or Beneficially Owned

5. Number

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Derivat Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4) and 5)		urities uired or posed of tr. 3, 4,	(Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Restricted Stock Units (4)	<u>(2)</u>	05/13/2013		M(5)		5,250	06/30/2010 <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

1. Title of

/s/John W. Lee, attorney-in-fact 05/14/2013

**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 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

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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.