MUSIL SCOTT A Form 4 October 18, 2012

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

OMB Number:

OMB APPROVAL

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * MUSIL SCOTT A			2. Issuer Name and Ticker or Trading Symbol FIRST INDUSTRIAL REALTY TRUST INC [FR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 311 S. WA 3900	(First) CKER DRIVE,	(Middle) SUITE	3. Date of Earliest Transaction (Month/Day/Year) 10/17/2012				Director 10% Owner Other (specify below) below) Chief Financial Officer			
GING A GO	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or . Applicable Line) _X_ Form filed by Form filed by	-	Person	
CHICAGO								Person		.eporumg
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acq	uired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med in Date, if Day/Year)	3. Transaction Code (Instr. 8)	(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			Code V $M_{\underline{(1)}}$	Amount 5,250	(D)	Price (2)	95,353	D	
Common Stock	10/17/2012			F(3)	1,651	D	\$ 13.55	93,702	D	
Common Stock								9,507	I	By 401(k) Plan

By Self as

ILUTMA Custodian

for

1,186

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Common Stock	920	I	Daughter By Self as ILUTMA Custodian for Son			
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.		n are not rm	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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	<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						
reporting owner rune / runess	Director	10% Owner	Officer	Other			
MUSIL SCOTT A 311 S. WACKER DRIVE SUITE 3900 CHICAGO, IL 60606			Chief Financial Officer				

Signatures

Units (4)

/s/John W. Lee, attorney-in-fact	10/18/2012
**Signature of Reporting Person	Date

Reporting Owners 2

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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.
 - RSUs granted under First Industrial's 2001 Stock Incentive Plan on July 13, 2009. Each RSU represents the right to receive, upon vesting,
- (4) one share of First Industrial common stock, plus any dividend equivalents that have accrued prior to the date of vesting. Vested shares 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.