

FIRST INDUSTRIAL REALTY TRUST INC
 Form 4
 July 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
 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) (First) (Middle)
 311 S. WACKER DRIVE, SUITE 3900
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2014

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Financial Officer

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	06/30/2014		M ⁽¹⁾	V	41,441 <u>(2)</u>	A	(3) 162,624	D	
Common Stock	06/30/2014		F ⁽⁴⁾	D	\$ 16,962	D	18.84	145,662	D
Common Stock					9,507	I			By 401(k) Plan
Common Stock					1,186	I			By Self as ILUTMA Custodian for

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- (1) Transaction resulting from the vesting of Performance Units ("Units") granted under First Industrial's 2011 Stock Incentive Plan on July 1, 2013.
- (2) Includes 591 shares of First Industrial common stock issued with respect to dividend equivalents related to the Units.
Each Unit represented the right to receive, upon vesting, one share of First Industrial common stock plus dividend equivalents representing any dividends that accrued with respect to such share after the issuance of the Unit and prior to the date of vesting.
- (3) The number of shares of First Industrial common stock issued with respect to dividend equivalents was calculated using a per share price of \$18.84, the closing price of First Industrial's common stock as of the vesting date.
- (4) Transaction resulting from tax withholding in connection with the vesting of the Units.
- (5) The Units vested on June 30, 2014 based upon the relative total shareholder return of First Industrial's common stock as compared to the MSCI U.S. REIT Index and the NAREIT Industrial Index over the performance measurement period.

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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