

FIRST INDUSTRIAL REALTY TRUST INC  
 Form 4  
 July 02, 2014

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
 YAP JOHANNSON L

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 \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Investment 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 Ownership (Instr. 4) |         |                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|----------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |         |                |
| Common Stock                    | 06/30/2014                           |  | M <sup>(1)</sup>               |   | 41,441 <sup>(2)</sup>   | A  | 385,250                                    | D       |                |
| Common Stock                    | 06/30/2014                           |  | F <sup>(4)</sup>               |   | 19,457  | D  | \$ 18.84                                   | 365,793 | D              |
| Common Stock                    |                                      |  |                                |   |   |  | 22,037                                     | I       | By 401(k) Plan |

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

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SEC 1474 (9-02)

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**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 Derivative Securities 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Units                          | (3)  | 06/30/2014                           |  | M <sup>(5)</sup>               | 40,850  | 06/30/2014 06/30/2014                                    | Common Stock  | 41,420                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships  |
|---|--|
| YAP JOHANNSON L<br>311 S. WACKER DRIVE<br>SUITE 3900<br>CHICAGO, IL 60606 | Director 10% Owner Officer<br>Chief Investment Officer |

## Signatures

/s/ Scott A. Musil,  
attorney-in-fact 07/02/2014

\_\_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 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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