FIRST INDUSTRIAL REALTY TRUST INC
Form 4
January 05, 2016

FORM 4

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

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

OMB APPROVAL	
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(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)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2015	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chief Investment Officer
311 S. WACKER DRIVE, SUITE 3900		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
CHICAGO, IL 60606		
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2015		M[(1)]		42,627 [(2)]	A	$ 0 [(3)]	337,132	D	
Common Stock	12/31/2015		F[(4)]		19,481	D	$ 22.13	317,651	D	
Common Stock	01/04/2016		F[(5)]		8,002	D	$ 21.61	309,649	D	

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

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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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Units	(3)	12/31/2015		M(6)			40,850	12/31/2015	12/31/2015	Common Stock
Performance Units	(7)	01/01/2016		A		21,981		12/31/2018(8)	12/31/2018	Common Stock

Reporting Owners

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

Signatures

/s/ Daniel J. Hemmer, attorney-in-fact	01/05/2016
**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 ("2013 Units") granted under First Industrial's 2011 Stock Incentive Plan on July 1, 2013.

(2) Includes 1,777 shares of First Industrial common stock issued with respect to dividend equivalents related to the 2013 Units.

(3) Each 2013 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 2013 Unit and prior to the date of vesting. The number of shares of First Industrial common stock issued with respect to dividend equivalents was calculated using a per share price of $22.13, 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 2013 Units.

(5) Transaction resulting from tax withholding in connection with the vesting of restricted stock.

(6)

The 2013 Units vested on December 31, 2015 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.

(7) Performance Units ("2016 Units") granted under First Industrial's 2014 Stock Incentive Plan on January 1, 2016. Each 2016 Unit represents the right to receive, upon vesting, one share of First Industrial common stock plus dividend equivalents representing any dividends that have accrued with respect to such share after the issuance of the 2016 Units and prior to the date of vesting. Vested shares will be delivered to the reporting person promptly after vesting.

(8) The 2016 Units vest on December 31, 2018 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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