Edgar Filing: Harker David - Form 4

Harker David Form 4	1										
January 25, 2	2011										
FORM	4					NGEO		OMB AF	PROVAL		
	UNITE) STATES		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	6. STATE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 31 200 Estimated average burden hours per response 0.	
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 1	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, e. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section									
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Harker David			2. Issuer Name and Ticker or Trading Symbol				0	5. Relationship of Reporting Person(s) to Issuer			
	FIRST INDUSTRIAL REALTY TRUST INC [FR]					(Check all applicable)					
(Last) (First) (Middle) 311 SOUTH WACKER			3. Date of Earliest Transaction (Month/Day/Year) 01/24/2011					Director 10% Owner X_ Officer (give title Other (specify below) below) EVP-Central Region			
DRIVE, SU	ITE 3900										
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO,	IL 60606							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executio any	med n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/24/2011			M <u>(1)</u>	1,750 (1)	$ \begin{array}{c} \mathbf{A} \\ \underline{(1)} \end{array} $	<u>(2)</u>	37,877 <u>(3)</u>	D		
Common Stock	01/24/2011			F <u>(4)</u>	550 <u>(4)</u>	D (4)	\$ 10.15	37,877 <u>(3)</u>	D		

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.

Edgar Filing: Harker David - Form 4

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. Transacti Code (Instr. 8)	5. Number onof 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 Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (5)	<u>(2)</u>	01/24/2011		М	1,750	(6)	<u>(6)</u>	Common Stock	1,750	9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Harker David 311 SOUTH WACKER DRIVE SUITE 3900 CHICAGO, IL 60606			EVP-Central Region				
Signatures							
/s/ John H. Clayton, attorney-in-fact	0	1/25/2011					

**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 FR's 2001 Stock Incentive Plan.
- (2) No figure applicable.
- Does not include 11,196 shares held indirectly by the reporting person through his trust, 3,100 shares of which were previously reported(3) as held directly but which were purchased by the reporting person through his trust. Also does not include 13,779 shares held indirectly by the reporting person through his spouse's trust.
- (4) Transaction resulting from tax withholding in connection with the vesting of RSUs.

RSUs granted under FR's 2001 Stock Incentive Plan. Each RSU represents the right to receive, upon vesting, one share of FR common(5) 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.

(6) The RSUs vested upon the satisfaction of a time-based component and achievement of specified market price level of FR's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners

Edgar Filing: Harker David - Form 4

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.