GUDIM TIMOTHY E Form 4 February 04, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

ι.		Address of Reast, First, Mide		2.	Issuer Name and Ticker or Trading Symbol First Industrial Realty Trust, Inc. (FR)	3.	I.R.S. Identification Person, if an entity	Number of Reporting (Voluntary)		
	c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000			4.	Statement for (Month/Day/Year) 1/31/03	5.	If Amendment, Date of Original (Month/Day/Year)			
		(Street)		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)			
	Chicago, II	L 60606		-	O Director O 10% Owner		X	Form filed by One Reporting Person		
	(City)	(State)	(Zip)		 Officer (give title below) Other (specify below) Managing Director 		o	Form filed by More than One Reporting Person		

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Title of Security (Instr. 3)	Transaction Date Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transaction Code (Instr. 8)	1 Securi (A) or Disj (Instr.	osed o	of (D)	5.	Amount 6. of Securities Beneficially Owned Following Reported Transactions(s (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownershi (Instr. 4)
					Code V	Amoun	(A) or t (D)	Price				
Common Stock, par value \$.01 per share	1/31/03				F(1)	76	D	\$27.15		8,355	D	

$\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

Code V (A) (D)	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)	 Transaction Code (Instr. 8)	5.	Securities	A) or Dispos
								Code V		(A)	(D)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued (e.g., puts, calls, warrants, options, convertible securities)												
6.	Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)		
	Date Expiration Exercisable Date	Amount or Number of Title Shares										
	planation of Responses											
1)	Transaction resulting fro	m tax withholding in /s/ Timothy E. Gudi		nection with	h ve	esting of restricted stock. 1/31/03						
		**Signature of Report				Date						

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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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