

Harker David
Form 4
January 04, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harker David

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP - Central Region

(Street)
CHICAGO, IL 60606

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/02/2018		M ⁽¹⁾		24,383 (2)	\$ 0 (3)	122,853 D
Common Stock	01/02/2018		F ⁽⁴⁾		11,889 D	\$ 31.17	110,964 D
Common Stock	01/02/2018		F ⁽⁵⁾		6,165 D	\$ 31.17	104,799 D

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

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information contained in this form are not
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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 Underlying (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
Performance Units	(3)	01/02/2018		M ⁽⁶⁾		22,837	12/31/2017	12/31/2017	Common Stock
Performance Units	(7)	01/02/2018		A		15,240	12/31/2020 ⁽⁸⁾	12/31/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harker David 311 S. WACKER DRIVE SUITE 3900 CHICAGO, IL 60606	EVP - Central Region

Signatures

/s/ Daniel J. Hemmer 01/04/2018

**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 (the "2015 Units") granted under First Industrial's 2014 Stock Incentive Plan on January 1, 2015.
- (2) Includes 1,546 shares of First Industrial common stock issued with respect to dividend equivalents related to the 2015 Units.
- Each 2015 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 2015 Units 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 \$31.17, 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 2015 Units.
- (5) Transaction resulting from tax withholding in connection with the vesting of restricted stock.

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- (6) The 2015 Units vested on January 2, 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.

Performance Units ("2018 Units") granted under First Industrial's 2014 Stock Incentive Plan on January 2, 2018. Each 2018 Unit

- (7) 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 2018 Units and prior to the date of vesting. Vested shares will be delivered to the reporting person promptly after vesting.

- (8) The 2018 Units vest on December 31, 2020 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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