

DUNCAN BRUCE W

Form 4

January 02, 2013

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 *
DUNCAN BRUCE W

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)
12/31/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

(Street)
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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2012		M ⁽¹⁾	175,000	A 1,055,658	D	
Common Stock	12/31/2012		F ⁽³⁾	72,538	D \$ 14.08	983,120	D
Common Stock	12/31/2012		F ⁽⁴⁾	34,733	D \$ 14.08	948,387	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)

displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units ⁽⁵⁾	<u>(2)</u>	12/31/2012		M <u>(6)</u>		175,000		<u>(7)</u>	12/31/2013	Common Stock	175,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNCAN BRUCE W 311 S. WACKER DRIVE SUITE 3900 CHICAGO, IL 60606	X		President and CEO	

Signatures

/s/John W. Lee,
attorney-in-fact

01/02/2013

__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 pursuant to the reporting person's employment agreement.

(2) No figure applicable.

(3) Transaction resulting from tax withholding in connection with the vesting of the RSUs.

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

(5) RSUs granted pursuant to the reporting person's employment agreement on January 9, 2009. Each RSU represents the right to receive, upon vesting, one share of First Industrial common 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) 175,000 RSUs vested upon the satisfaction of a time-based component and achievement of a specified market price level of First Industrial common stock.

(7)

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300,000 RSUs vest upon the achievement, on or before December 31, 2013, of specified market price levels of the Issuer'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.

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