**DUNCAN BRUCE W** Form 4

January 04, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

2005

Estimated average

burden hours per response...

0.5

10% Owner

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* **DUNCAN BRUCE W** 

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

FIRST INDUSTRIAL REALTY TRUST INC [FR]

(Check all applicable)

President and CEO

(First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 12/31/2011

\_X\_\_ Director X\_ Officer (give title Other (specify below)

311 SOUTH WACKER DRIVE, SUITE 3900

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) Following (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V (D) Price Amount

Common 12/31/2011 Stock

M 175,000 Α (1) 754,118 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

#### Edgar Filing: DUNCAN BRUCE W - Form 4

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. Transactic Code (Instr. 8)	orDeriv Secur Acqu Dispo	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4, and		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/31/2011		M		175,000	(2)(3)(4)	(2)(3)(4)	Common Stock	175,000

## **Reporting Owners**

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

# **Signatures**

/s/ John H. Clayton, attorney-in-fact 01/04/2012

\*\*Signature of Reporting Person I

#### **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) Each restricted stock unit ("RSU") represents the right to receive, upon vesting, one share of the Issuer's 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.
- 175,000 RSUs vested on December 31, 2011. Of such RSUs, 150,000 vested upon the satisfaction of a time-based vesting component and 25,000 vested upon the satisfaction of a time-based vesting component and achievement of a specified market price level of the Issuer's common stock.
- (3) 175,000 RSUs will vest December 31, 2012, subject to the reporting person's continued employment by the Issuer.
- (4) 300,000 RSUs vest upon the satisfaction of a time-based vesting component and achievment, 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. 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.

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