

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2013-06-10**
SEC Accession No. [0001284812-13-000212](#)

(HTML Version on secdatabase.com)

SUBJECT COMPANY

FIRST INDUSTRIAL REALTY TRUST INC

CIK:[921825](#) | IRS No.: [363935116](#) | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: [005-46865](#) | Film No.: [13903067](#)
SIC: **6798** Real estate investment trusts

Mailing Address
*311 S WACKER DRIVE
SUITE 3900
CHICAGO IL 60606*

Business Address
*311 S WACKER DRIVE
SUITE 3900
CHICAGO IL 60606
3123444300*

FILED BY

COHEN & STEERS INC

CIK:[1284812](#) | IRS No.: [141904657](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**
SIC: **6282** Investment advice

Mailing Address
*280 PARK AVENUE
10TH FLOOR
NEW YORK NY 10017*

Business Address
*280 PARK AVENUE 10TH
FLOOR
NEW YORK NY 10017
212 832 3232*

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 18)*

First Industrial Realty Trust, Inc.

(Name of Issuer)

Common

(Title of Class of Securities)

32054K103

(CUSIP Number)

Date of Event which Requires Filing of this Statement

May 31, 2013

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in prior coverage.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (12-02)

Amendment Number 14 to Schedule 13G (continued)

CUSIP No. 32054K103

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Cohen & Steers, Inc. 14-1904657

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
6,174,631

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
13,209,655

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,209,655

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.29%

12 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 14 to Schedule 13G (continued)

CUSIP No. 32054K103

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Cohen & Steers Capital Management, Inc. 13-3353336

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 6,095,065
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 12,984,606
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,984,606

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.08%

12 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 14 to Schedule 13G (continued)

CUSIP No. 32054K103

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Cohen & Steers Europe SPRL

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [x]

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Belgium

NUMBER OF SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5) SOLE VOTING POWER
79,566

6) SHARED VOTING POWER
0

7) SOLE DISPOSITIVE POWER
225,049

8) SHARED DISPOSITIVE POWER
0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

225,049

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.21%

12) TYPE OF REPORTING PERSON

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1.

- (a) Name of Issuer:
First Industrial Realty Trust, Inc.
- (b) Address of Issuer's Principal Executive Offices:
311 S. Wacker Drive
Suite 3900
Chicago, IL 60606

Item 2.

- (a) Name of Persons Filing:
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers Europe SPRL
- (b) Address of Principal Business Office for Cohen & Steers, Inc.
and Cohen & Steers Capital Management, Inc. is:
280 Park Avenue
10th Floor
New York, NY 10017

The principal address for Cohen & Steers Europe SPRL is:
Chaussee de la Hulpe 116,
1170 Brussels, Belgium

- (c) Citizenship:
Cohen & Steers, Inc: Delaware corporation
Cohen & Steers Capital Management, Inc: New York corporation
Cohen & Steers Europe SPRL.: Belgium limited company
- (d) Title of Class Securities:
Common
- (e) CUSIP Number:
32054K103

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of the Act

- (d) [] Investment Company registered under Section 8 of the Investment Company Act
- (e) [x] An investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E)
- (f) [] An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F)
- (g) [x] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G)
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3)
- (j) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

Item 4. OWNERSHIP:

- (a) Amount Beneficially Owned as of May 31, 2013:

See row 9 on cover sheet

- (b) Percent of Class:

See row 11 on cover sheet

- (c) Number of shares as to which such person has:

- (i) sole power to vote or direct the vote:

See row 5 on cover sheet

- (ii) shared power to vote or direct the vote:

See row 6 on cover sheet

- (iii) sole power to dispose or to direct the disposition of:

See row 7 on cover sheet

- (iv) shared power to dispose or direct the disposition of:

See row 8 on cover sheet

Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS

N/A

Item 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON
N/A

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT
HOLDING COMPANY

Cohen & Steers, Inc. holds a 100% interest in Cohen & Steers Capital Management, Inc., an investment advisor registered under Section 203 of the Investment Advisers Act. Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. together hold a 100% interest in Cohen & Steers Europe SPRL., an investment advisor registered under Section 203 of the Investment Advisers Act.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Cohen & Steers, Inc. holds a 100% interest in Cohen & Steers Capital Management, Inc., an investment advisor registered under Section 203 of the Investment Advisers Act. Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. together hold a 100% interest in Cohen & Steers Europe SPRL., an investment advisor registered under Section 203 of the Investment Advisers Act.

Item 9. NOTICE OF DISSOLUTION OF GROUP

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes or effect.

This report is not an admission that Cohen & Steers, Inc. or its subsidiaries are the beneficial owner of any securities covered by this report, and Cohen & Steers, Inc. and its subsidiaries expressly disclaim beneficial ownership of all shares reported herein pursuant to Rule 13d-4.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 10, 2013

Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
By:

/s/ Lisa Phelan

Signature

Lisa Phelan, Senior Vice President,
Chief Compliance Officer
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.

Name and Title

Cohen & Steers Europe SPRL
By:

/s/ Joseph Houlihan

Signature

Joseph Houlihan, Managing Director
Cohen & Steers Europe SPRL

Name and Title

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a Statement on Schedule 13G including amendments thereto) with respect to the Common Shares of First Industrial Realty Trust, Inc. and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of June 10, 2013.

Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
By:

/s/ Lisa Phelan

Signature

Lisa Phelan, Senior Vice President,
Chief Compliance Officer
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.

Name and Title

Cohen & Steers Europe SPRL

By:

/s/ Joseph Houlihan

Signature

Joseph Houlihan, Managing Director
Cohen & Steers Europe SPRL

Name and Title