SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
JESSELSON MICHAEL G	XPO, Inc. [XPO]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023	Officer (give title below) Other (specify below)
C/O XPO, INC. FIVE AMERICAN LANE (Street)		
GREENWICH CT 06831 (City) (State) (Zip)	4. If Amendment, Date of 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

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value $0.001 per share	01/03/2023		M		4,040	A	$0	37,971	D[(1)]	
Common Stock, par value $0.001 per share								6,000	I	See footnote[(2)]
Common Stock, par value $0.001 per share								201,001	I	See footnote[(3)]
Common Stock, par value $0.001 per share								8,000	I	See footnote[(4)]
Common Stock, par value $0.001 per share								8,000	I	See footnote[(5)]
Common Stock, par value $0.001 per share								8,000	I	See footnote[(6)]
Common Stock, par value $0.001 per share								21,057	I	See footnote[(7)]

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Unit	[(8)]	01/03/2023		M			4,040	[(9)]	[(9)]	Common Stock, par value $0.001 per share	4,040[(10)]	$0	0	D	
Restricted Stock Unit	[(8)]	01/03/2023		A		5,480		[(11)]	[(11)]	Common Stock, par value $0.001 per share	5,480	$0	5,480	D	
Restricted Stock Unit	[(8)]							[(12)]	[(12)]	Common Stock, par value $0.001 per share	10,442[(10)]		10,442[(10)]	D	
Restricted Stock Unit	[(8)]							[(13)]	[(13)]	Common Stock, par value $0.001 per share	5,446[(10)]		5,446[(10)]	D	

Explanation of Responses:

1. 5,000 of these securities are held in an individual retirement account of Michael G. Jesselson.
2. Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
3. The Michael G. Jesselson 12/18/80 Trust and the Michael G. Jesselson 4/8/71 Trust are the direct beneficial owners of these securities. Michael G. Jesselson is the beneficiary of each of these trusts.
4. These securities are held by the JJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
5. These securities are held by the RAJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
6. These securities are held by the SJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
7. The Michael G. Jesselson and Linda Jesselson, Trustees UID 6/30/93 FBO Maya Ariel Ruth Jesselson is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.
8. Each Restricted Stock Unit ("RSU") represents a contingent right to receive, upon settlement, either (i) one share of Common Stock or (ii) a cash payment equal to the fair market value of one share of Common Stock.

Remarks:

/s/ Riina Tohvert, Attorney-in-Fact	01/05/2023
** Signature of Reporting Person	Date