

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan for
the purchase or sale of equity securities
of the issuer that is intended to satisfy
the affirmative defense conditions of
Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Harik Mario A</u> (Last) (First) (Middle) <u>C/O XPO, INC.</u> <u>FIVE AMERICAN LANE</u> (Street) <u>GREENWICH CT 06831</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XPO, Inc.</u> [<u>XPO</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/07/2025		M		111,490	A	\$0	366,806	D	
Common Stock	02/07/2025		F		53,667	D	\$148.16	313,139	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(I)	02/05/2025		A		89,192		(2)	(2)	Common Stock	89,192	\$0	111,490	D	
Restricted Stock Unit	(I)	02/07/2025		M			111,490	(3)	(3)	Common Stock	111,490	\$0	0	D	

Explanation of Responses:

1. 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.
2. As previously disclosed in our 2023 proxy statement, in February 2023 the Compensation and Human Capital Committee (the "Committee") of the Issuer converted the final tranche of the Reporting Person's outstanding 2020 performance-based Cash LTI Awards into performance-based RSU awards, subject to the Issuer's satisfaction of certain predetermined performance criteria. The Committee certified on February 29, 2024 that the performance criteria applicable to 25% of such RSUs had been satisfied, which was reported on a Form 4 filed on March 4, 2024. The Committee certified on February 5, 2025 that the performance criteria applicable to the remaining 75% of such RSUs had been satisfied.
3. The RSUs vested in full on February 9, 2025. The after-tax shares received upon settlement of the RSU award are subject to a lock-up which prohibits transfers of such shares through January 15, 2026.

Remarks:

/s/ Wendy Cassity, Attorney-in-Fact 02/07/2025

** Signature of Reporting Person Date

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

* 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).

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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