

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <b>SHAFFER OREN</b>			2. Issuer Name and Ticker or Trading Symbol <b>XPO Logistics, Inc. [ XPO ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/12/2013</b>			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		
7331 TILDEN LANE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	FL	34108						
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share								12,500	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	(1)	12/12/2013		A		2,500		(2)	(2)	Common Stock, par value \$0.001 per share	2,500	\$0	2,500	D		
Director Stock Option (right to buy)	\$23.19	12/12/2013		A		8,000		(3)	12/12/2023	Common Stock, par value \$0.001 per share	8,000	\$0	8,000	D		
Restricted Stock Unit	(1)							(4)	(4)	Common Stock, par value \$0.001 per share	2,500		2,500	D		
Director Stock Option (right to buy)	\$16.74								12/11/2012	12/11/2022	Common Stock, par value \$0.001 per share	8,000		8,000	D	
Director Stock Option (right to buy)	\$9.28								09/02/2012	11/21/2021	Common Stock, par value \$0.001 per share	8,000		8,000	D	
Warrants	\$7 <sup>(5)</sup>								09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	8,500 <sup>(6)</sup>		8,500	D	

**Explanation of Responses:**

- Each Restricted Stock Unit 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.
- The Restricted Stock Units shall vest on January 2, 2015, subject to the Reporting Person's continued service as a director of the Issuer.
- The Director Stock Options shall vest and become exercisable on January 2, 2015, subject to the Reporting Person's continued service as a director of the Issuer.
- The Restricted Stock Units vested in full on December 11, 2013 and are subject to a deferral election. Shares of Common Stock will be delivered to the reporting person as per the terms of the deferral election.
- The initial exercise price of the Warrants is \$7 per share of Common Stock, subject to adjustment as set forth in the Form of Warrant Certificate, filed as Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Warrant Certificate").
- Represents 8,500 shares of Common Stock initially issuable upon the exercise of 8,500 Warrants, subject to adjustment as set forth in the Warrant Certificate.

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**