

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* <u>Kingshott Adrian</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>XPO Logistics, Inc. [XPO]</u> | | | 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) <u>01/03/2017</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 | | |
| <u>107 ZACCHEUS MEAD LANE</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>GREENWICH CT 06831</u> | | | | | | | | |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.001 per share | | | | | | | | 7,500 | 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 | | | | | |
| Restricted Stock Unit | (1) | 01/03/2017 | | A | | 3,970 | | (2) | (2) | Common Stock, par value \$0.001 per share | \$0 | 3,970 | D | |
| Restricted Stock Unit | (1) | | | | | | | (3) | (3) | Common Stock, par value \$0.001 per share | | 6,501 | D | |
| Restricted Stock Unit | (1) | | | | | | | (4) | (4) | Common Stock, par value \$0.001 per share | | 4,257 | D | |
| Director Stock Option (right to buy) | \$23.19 | | | | | | | 01/02/2015 | 12/12/2023 | Common Stock, par value \$0.001 per share | | 8,000 | D | |
| Director Stock Option (right to buy) | \$16.74 | | | | | | | 12/11/2013 | 12/11/2022 | Common Stock, par value \$0.001 per share | | 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 | D | |
| See footnote ⁽⁵⁾ | \$7 ⁽⁶⁾ | | | | | | | 09/02/2011 | (7) | Common Stock, par value \$0.001 per share | | 42,857 ⁽⁸⁾ | D | |
| Warrants | \$7 ⁽⁹⁾ | | | | | | | 09/02/2011 | 09/02/2021 | Common Stock, par value \$0.001 per share | | 42,857 ⁽¹⁰⁾ | D | |

Explanation of Responses:

- 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.
- The RSUs shall vest on January 3, 2018, subject to the Reporting Person's continued service as a director of the Issuer.

3. The RSUs vested in full on January 4, 2017 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.
4. The RSUs vested in full on January 2, 2016 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.
5. Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
6. The initial conversion price of the Series A Convertible Perpetual Preferred Stock is \$7 per share of Common Stock, subject to adjustment as set forth in the Certificate of Designation of Series A Convertible Perpetual Preferred Stock, filed as Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Certificate of Designation").
7. The Series A Convertible Perpetual Preferred Stock has no expiration date.
8. Represents 42,857 shares of Common Stock initially issuable upon conversion of 300 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
9. 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").
10. Represents 42,857 shares of Common Stock initially issuable upon conversion of 42,857 Warrants, subject to adjustment as set forth in the Warrant Certificate.

Remarks:

/s/ Gordon E. Devens,
Attorney-in-Fact

01/04/2017

** 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.

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.