SEC Form 4

FORM 4

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

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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

OMB APPROVAL

OMB Number:	3235-0287
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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)
Martell James J	XPO Logistics, Inc. [XPO]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Officer (give title below) Other (specify below)
825 HIGHLAND LANE #1105	06/15/2015	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
ATLANTA GA 30306		X Form filed by One Reporting Person
(City) (State) (Zip)		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)		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	06/15/2015		M		25,000	A	$5	76,139	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				
Director Stock Option (right to buy)	$5	06/15/2015		M			25,000	(1)	07/15/2015(2)	Common Stock, par value $0.001 per share	25,000	$0	0	D	
Restricted Stock Unit	(3)							(4)	(4)	Common Stock, par value $0.001 per share	4,257		4,257	D	
Restricted Stock Unit	(3)							(5)	(5)	Common Stock, par value $0.001 per share	2,500		2,500	D	
Restricted Stock Unit	(3)							(6)	(6)	Common Stock, par value $0.001 per share	2,500		2,500	D	
Director Stock Option (right to buy)	$23.19							(1)	12/12/2023	Common Stock, par value $0.001 per share	8,000		8,000	D	
Director Stock Option (right to buy)	$16.74							(1)	12/11/2022	Common Stock, par value $0.001 per share	8,000		8,000	D	
Director Stock Option (right to buy)	$9.28							(1)	11/21/2021	Common Stock, par value $0.001 per share	8,000		8,000	D	
Director Stock Option (right to buy)	$5							(1)	01/29/2020	Common Stock, par value $0.001 per share	6,250		6,250	D	
Director Stock Option (right to buy)	$3.88							(1)	01/27/2019	Common Stock, par value $0.001 per share	6,250		6,250	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				
Director Stock Option (right to buy)	$4.16									(1)	01/28/2018	Common Stock, par value $0.001 per share	6,250		6,250	D	
Director Stock Option (right to buy)	$5.4									(1)	02/28/2017	Common Stock, par value $0.001 per share	6,250		6,250	D	
Director Stock Option (right to buy)	$2.96									(1)	12/12/2015	Common Stock, par value $0.001 per share	25,000		25,000	D	
See footnote[7]	$7[8]									09/02/2011	(9)	Common Stock, par value $0.001 per share	103,571[10]		725	D	
Warrants	$7[11]									09/02/2011	09/02/2021	Common Stock, par value $0.001 per share	103,572[12]		103,572	D	

Explanation of Responses:

1. The Director Stock Options are fully vested and exercisable as of the filing date of this Form 4.

2. The Director Stock Options were scheduled by their original terms to expire on July 15, 2015. The Reporting Person exercised the Director Stock Options by cash payment to the Issuer and retained all underlying shares of Common Stock.

3. 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.

4. The Restricted Stock Units shall vest on January 2, 2016, subject to the Reporting Person's continued service as a director of the Issuer.

5. The Restricted Stock Units vested in full on January 2, 2015 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.

6. 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.

7. Series A Convertible Perpetual Preferred Stock, par value $0.001 per share.

8. 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").

9. The Series A Convertible Perpetual Preferred Stock has no expiration date.

10. Represents 103,571 shares of Common Stock initially issuable upon conversion of 725 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.

11. 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").

12. Represents 103,572 shares of Common Stock initially issuable upon conversion of 103,572 Warrants, subject to adjustment as set forth in the Warrant Certificate.

Remarks:

/s/ Gordon E. Devens, Attorney-in-Fact	06/16/2015
** 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.