

**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	
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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* <b>JESSELSON MICHAEL G</b>  (Last) (First) (Middle) <b>C/O XPO, INC.</b> <b>FIVE AMERICAN LANE</b>  (Street) <b>GREENWICH CT 06831</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>XPO, 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)
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/02/2025</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	01/02/2025		M		10,442	A	\$0	53,893	D <sup>(1)</sup>	
Common Stock	01/02/2025		M		5,446	A	\$0	59,339	D <sup>(1)</sup>	
Common Stock	01/02/2025		M		2,160	A	\$0	61,499	D <sup>(1)</sup>	
Common Stock								201,001	I	See footnote <sup>(2)</sup>
Common Stock								6,000	I	See footnote <sup>(3)</sup>
Common Stock								8,000	I	See footnote <sup>(4)</sup>
Common Stock								8,000	I	See footnote <sup>(5)</sup>
Common Stock								8,000	I	See footnote <sup>(6)</sup>
Common Stock								21,057	I	See footnote <sup>(7)</sup>

**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
Restricted Stock Unit	(8)	01/02/2025		M		10,442		(9)	(9)	Common Stock	10,442	\$0	0	D	
Restricted Stock Unit	(8)	01/02/2025		M		5,446		(10)	(10)	Common Stock	5,446	\$0	0	D	
Restricted Stock Unit	(8)	01/02/2025		M		2,160		(11)	(11)	Common Stock	2,160	\$0	0	D	
Restricted Stock Units	(8)	01/02/2025		A		1,374		(12)	(12)	Common Stock	1,374	\$0	1,374	D	

**Explanation of Responses:**

- 5,000 of these securities are held an individual retirement account of Michael G. Jesselson.
- 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.
- Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
- These securities are held by the JJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
- 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.
9. The RSUs vested in full on January 3, 2018 and were subject to a deferral election. On March 23, 2023, the Board of Directors of the Issuer terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after April 1, 2024 and not later than March 31, 2025. The RSUs were settled and Common Stock was delivered to the Reporting Person on January 2, 2025.
10. The RSUs vested in full on January 2, 2019 and were subject to a deferral election. On March 23, 2023, the Board of Directors of the Issuer terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after April 1, 2024 and not later than March 31, 2025. The RSUs were settled and Common Stock was delivered to the Reporting Person on January 2, 2025.
11. The RSUs vested in full on January 2, 2025.
12. The RSUs shall vest in full on January 2, 2026, subject to the Reporting Person's continued service as a director of the Issuer.

**Remarks:**

/s/ Wendy Cassity, Attorney-in-Fact      01/06/2025

\*\* 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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