

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| 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).

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

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>Robinson Lance A</u><br><br>(Last) (First) (Middle)<br><u>C/O XPO LOGISTICS, INC.</u><br><u>5 GREENWICH OFFICE PARK</u><br><br>(Street)<br><u>GREENWICH CT 06831</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>XPO Logistics, Inc. [ XPO ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Global CAO</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/03/2016</u>             |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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                | 10/03/2016                           |  | M                              |   | 1,667   | A                | \$0     | 1,667   | D  |   |
| Common Stock, par value \$0.001 per share                | 10/03/2016                           |  | M                              |   | 10,000  | A                | \$0     | 11,667  | D  |   |
| Common Stock, par value \$0.001 per share <sup>(1)</sup> | 10/03/2016                           |  | F                              |   | 5,433   | D <sup>(1)</sup> | \$36.67 | 6,234   | 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                      | (2)  | 10/03/2016                           |  | M                              |   |  | 1,667  | (3)  | (3)             | Common Stock, par value \$0.001 per share   | \$0  | 3,333  | D   |  |
| Restricted Stock Unit                      | (2)  | 10/03/2016                           |  | M                              |   |  | 10,000 | (4)  | (4)             | Common Stock, par value \$0.001 per share   | \$0  | 90,000   | D   |  |

**Explanation of Responses:**

- No shares were sold by the Reporting Person. These shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements upon the vesting and settlement of the Restricted Stock Units ("RSUs") reported on this Form 4. These RSUs vested on October 1, 2016 as originally scheduled, and were settled on October 3, 2016. This is not a discretionary transaction or open market sale.
- Each 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 vest in three equal annual installments, beginning on October 1, 2016 and continuing on the first and second anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.
- The RSUs vest in ten equal annual installments of 10,000 shares, beginning on October 1, 2016 and continuing on the next nine anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.

**Remarks:**

Gordon E. Devens, Attorney in Fact 10/04/2016

\*\* 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.