FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* Fernandez M Sean						2. Issuer Name and Ticker or Trading Symbol XPO Logistics, Inc. [XPO]									Check	all app Dired	ctor		10% C	Owner
(Last) (First) (Middle) C/O XPO LOGISTICS, INC.						3. Date of Earliest Transaction (Month/Day/Year) 08/09/2012									X	below) below) Chief Operating Officer				
(Street) GREENWICH CT 06831					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)														
	(Glate)			n-Deriv	ative	Se	curiti	es Ac	auired	. Dis	posed o	f. o	Ber	nefici	ally (Owne	ed			
1. Title of Security (Instr. 3) 2. To Date					2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of				5. Amo Securit Benefic	unt of ies cially Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
										v	Amount			Price		Transaction(s) (Instr. 3 and 4)				(1115111 4)
Stock, p	ar value \$0	.001 per	share	08/09	/2012				P		3,175		A	\$1	5	3	,175		D	
Common Stock, par value \$0.001 per share				08/09/2012					P		5,150		A	\$1	5	8,325		D		
Common Stock, par value \$0.001 per share				08/09/2012					P		13,500		A	\$15		13,500			I	By spouse
Common Stock, par value \$0.001 per share				08/09/2012					P		2,290		A	\$1	5	2,290				See footnote ⁽¹⁾
Common Stock, par value \$0.001 per share 08/0					9/2012				P		2,300		A	\$15		2,300				See footnote ⁽¹⁾
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
rivative Conversion Date Executio curity or Exercise (Month/Day/Year) if any		n Date, Transacti Code (Ins			on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/I	on Dat	ee ear)	Amou or Numb		mount	Deriv	vative surity str. 5)	derivative Securities Beneficially Owned Following Reported	y	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Stock, p Stock, p Stock, p Stock, p Stock, p Stock, p	(First) D LOGISTICS, INCONWICH OFFICE PARTICLE P	(First) (Conversion or Exercise Price of Derivative Note Office of Date (Month/Day/Year)	(First) (Middle) D LOGISTICS, INC. NWICH OFFICE PARK VICH CT 06831 (State) (Zip) Table I - No Security (Instr. 3) Stock, par value \$0.001 per share Table II - 2. Conversion or Exercise Price of Date (Month/Day/Year) Price of Derivative Table II -	(First) (Middle) D LOGISTICS, INC. NWICH OFFICE PARK VICH CT 06831 (State) (Zip) Table I - Non-Derive Conversion or Exercise Price of Derivative Conversion or Exercise Price of Derivative (Kinch, Inc.) (Middle) (Middle) (Middle) (Zip) Table II - Non-Derive Cip. (Apr. 106831 2. Transa Date (Midnth/Day/Year) (Month/D Price of Date (Month/Day/Year) (Month/Day/Year) (Middle) (Apr. 106831 2. Transa Date (Middle) (Middle) (Zip) Table II - Non-Derive Cip. (Middle) (Apr. 106831 2. Transa Date (Middle) (Middle) (Zip) Table II - Non-Derive Cip. 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If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owners (Instr. 3) Table I - Non-Derivative Securities Acquired, Disposed of (O) (Instr. 3, 4 and Security (Instr. 3) Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Disposed of (O) (Instr. 3, 4 and Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Security Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Security Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and Security Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and 4) (Instr. 3, 4 and 4) (Instr. 3, 4 and 4) (Instr. 3) (Instr. 5)	Size Conversion Conversio	Conversion Con	Code V Amount Code Construct Code V Amount Code Code V Code V

Explanation of Responses:

1. These shares are held in the Reporting Person's daughters' Uniform Transfer to Minors Act (UTMA) accounts, of which the Reporting Person's spouse is the custodian.

Remarks:

See Exhibit 24 attached - Power of Attorney.

Gordon E. Devens, Attorney-

in-fact

** Signature of Reporting Person

08/13/2012

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.

The undersigned hereby constitutes and appoints each of Bradley S. Jacobs and Gordon E. Devens, acting singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of XPO Logistics, Inc. (the "Company"), a Form ID, Uniform Application for Access Codes to File on EDGAR and Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder; and
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID or Forms 3, 4 or 5 (including amendments) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that each such attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned agrees that such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact.

The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering or filing Form ID or Forms 3, 4 or 5 (including amendments) and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact; or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of May, 2012.

/s/ M. Sean Fernandez M. Sean Fernandez