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).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person* **ANDERSEN G CHRIS** (Last) (First) (Middle) **G.C. ANDERSEN PARTNERS LLC** **430 PARK AVENUE, SUITE 701** (Street) **NEW YORK** **NY** **10022** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **XPO Logistics, Inc.** [**XPO**] 3. Date of Earliest Transaction (Month/Day/Year) **01/04/2016** 4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- X Director
- Officer (give title below)
- 10% Owner
- Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

- X 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, par value $0.001 per share								5,000	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				
Restricted Stock Unit	(1)	01/04/2016		A		6,501		(2)	(2)	Common Stock, par value $0.001 per share	6,501	$0	6,501	D	
Restricted Stock Unit	(1)							(3)	(3)	Common Stock, par value $0.001 per share	4,257		4,257	D	
Restricted Stock Unit	(1)							(4)	(4)	Common Stock, par value $0.001 per share	2,500		2,500	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		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		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		8,000	D	
See footnote(5)	$7(6)							09/02/2011	(7)	Common Stock, par value $0.001 per share	35,713(8)		250	D	
Warrants	$7(9)							09/02/2011	09/02/2021	Common Stock, par value $0.001 per share	35,713(10)		35,713	D	

Explanation of Responses:

1. 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.

Remarks:

/s/ Gordon E. Devens, Attorney-in-Fact	01/05/2016
** Signature of Reporting Person	Date