

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>JESSELSON MICHAEL G</u> (Last) (First) (Middle) <u>JESSELSON CAPITAL LLC</u> <u>445 PARK AVENUE, SUITE 1502</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XPO Logistics, Inc. [XPO]</u>	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) <u>01/03/2017</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	01/04/2017		M		6,501	A	\$0	33,258 ⁽¹⁾	D	
Common Stock, par value \$0.001 per share								12,000	I	See footnote ⁽²⁾
Common Stock, par value \$0.001 per share								12,000	I	See footnote ⁽³⁾
Common Stock, par value \$0.001 per share								12,000	I	See footnote ⁽⁴⁾
Common Stock, par value \$0.001 per share								10,000	I	See footnote ⁽⁵⁾
Common Stock, par value \$0.001 per share								10,000	I	See footnote ⁽⁶⁾

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	(7)	01/04/2017		M			6,501	(8)	(8)	Common Stock, par value \$0.001 per share	6,501	\$0	0	D	
Restricted Stock Unit	(7)	01/03/2017		A			3,970	(9)	(9)	Common Stock, par value \$0.001 per share	3,970	\$0	3,970	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 ⁽¹⁰⁾	\$7 ⁽¹¹⁾							09/02/2011	(12)	Common Stock, par value \$0.001 per share	103,570 ⁽¹³⁾		725	I	See footnote ⁽¹⁴⁾

**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				
Warrants	\$7 ⁽¹⁵⁾							09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	103,572 ⁽¹⁶⁾		103,572	I	See footnote ⁽¹⁴⁾
Warrants	\$7 ⁽¹⁵⁾							09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	21,322 ⁽¹⁷⁾		21,322	I	See footnote ⁽⁵⁾

Explanation of Responses:

- 15,000 of these securities are held in an individual retirement account of Michael G. Jesselson.
- These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 3/12/84 FBO Samuel Joseph Jesselson. Michael G. Jesselson is a trustee of the trust.
- These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 11/26/85 FBO Roni Aron Jesselson. Michael G. Jesselson is a trustee of the trust.
- These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 3/31/87 FBO Jonathan Judah Jesselson. Michael G. Jesselson is a trustee of the trust.
- These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 6/30/93 FBO Maya Ariel Ruth Jesselson. Michael G. Jesselson is a trustee of the trust.
- Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
- 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.
- The RSUs vested in full on January 4, 2017.
- The RSUs shall vest on January 3, 2018, subject to the Reporting Person's continued service as a director of the Issuer.
- Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- 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").
- The Series A Convertible Perpetual Preferred Stock has no expiration date.
- Represents (i) 71,428 shares of Common Stock initially issuable upon conversion of 500 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 12/18/80 Trust and (ii) 32,142 shares of Common Stock initially issuable upon conversion of 225 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 4/8/71 Trust, in each case subject to adjustment as set forth in the Certificate of Designation.
- 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.
- 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").
- 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.
- Represents 21,322 shares of Common Stock initially issuable upon conversion of 21,322 Warrants, subject to adjustment as set forth in the Warrant Certificate.

Remarks:

/s/ Gordon E. Devens, Attorney- 01/04/2017
in-Fact

** 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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