

| OMB APPROVAL | |
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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

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

| | | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person* JESSELSON MICHAEL G | | | 2. Issuer Name and Ticker or Trading Symbol XPO Logistics, Inc. [XPO] | | | 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) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/18/2021 | | | | | | |
| C/O XPO LOGISTICS, INC. FIVE AMERICAN LANE | | | 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 | | | |
| (Street) | (City) | (State) | (Zip) | | | | | | |
| GREENWICH | CT | | 06831 | | | | | | |

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 | 02/18/2021 | | S | | 10,000 | D | \$118 | 31,281 | D ⁽¹⁾ | |
| Common Stock, par value \$0.001 per share | 02/18/2021 | | S | | 4,000 | D | \$118 ⁽²⁾ | 6,000 | I | See footnote ⁽³⁾ |
| Common Stock, par value \$0.001 per share | 02/18/2021 | | S | | 4,000 | D | \$118 | 8,000 | I | See footnote ⁽⁴⁾ |
| Common Stock, par value \$0.001 per share | 02/18/2021 | | S | | 4,000 | D | \$118.1 ⁽⁵⁾ | 8,000 | I | See footnote ⁽⁶⁾ |
| Common Stock, par value \$0.001 per share | 02/18/2021 | | S | | 9,000 | D | \$118 ⁽⁷⁾ | 21,057 | I | See footnote ⁽⁸⁾ |
| Common Stock, par value \$0.001 per share | 02/19/2021 | | S | | 4,000 | D | \$119.53 | 8,000 | I | See footnote ⁽⁹⁾ |
| Common Stock, par value \$0.001 per share | | | | | | | | 201,001 | I | See footnote ⁽¹⁰⁾ |
| Common Stock, par value \$0.001 per share | | | | | | | | 8,000 | I | See footnote ⁽⁹⁾ |

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 | | Date Exercisable | Expiration Date | | | | | |
| Restricted Stock Unit | (11) | | | | | (12) | (12) | Common Stock, par value \$0.001 per share | 1,604 | 1,604 | D | | |
| Restricted Stock Unit | (11) | | | | | (13) | (13) | Common Stock, par value \$0.001 per share | 2,071 | 2,071 | D | | |
| Restricted Stock Unit | (11) | | | | | (14) | (14) | Common Stock, par value \$0.001 per share | 3,970 | 3,970 | D | | |

Explanation of Responses:

1. 5,000 of these securities are held in an individual retirement account of Michael G. Jesselson.

2. This transaction was executed in multiple trades at prices ranging from \$118.00 to \$118.01. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares and prices at which each transaction was effected.

3. Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
4. These securities are held by the RAJ Irrevocable Trust, of which Michael G. Jesselson is a trustee
5. This transaction was executed in multiple trades at prices ranging from \$118.00 to \$118.14. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares and prices at which each transaction was effected.
6. These securities are held by the SJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
7. This transaction was executed in multiple trades at prices ranging from \$118.00 to \$118.11. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares and prices at which each transaction was effected.
8. 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.
9. These securities are held by the JJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
10. 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.
11. 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.
12. The RSUs shall vest in full on January 3, 2022, subject to the Reporting Person's continued service as a director of the Issuer.
13. The RSUs vested in full on January 2, 2019 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.
14. The RSUs vested in full on January 3, 2018 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.

Remarks:

/s/ Karlis P. Kirsis, Attorney- 02/19/2021
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.

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.