FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, [D.C. 2054	9
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	OVAL				
OMB Number:	3235-0287				
Estimated average burd hours per response:	den				
hours per response:	0.5				

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	n 30(h) of the	e Investn	nent C	Company Act	of 1940							
1. Name and Address of Reporting Person* Kingshott Adrian (Last) (First) (Middle) C/O XPO LOGISTICS, INC. FIVE AMERICAN LANE						2. Issuer Name and Ticker or Trading Symbol XPO Logistics, Inc. [XPO]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
					02.	/18/20)21			`	th/Day/Year)		belov		below)				
(Street) GREENWICH CT 06831				- 4. 1 _	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(S	tate)	(Zip)																
		Tab	le I - N			_			1	d, D				ally Owne					
Da		2. Transac Date (Month/Da		Execu		Date,			s Acquired (A) or of (D) (Instr. 3, 4 and		Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
									Code	٧	Amount	(A) or (D)	Price		ransaction(s) nstr. 3 and 4)				
share		value \$0.001 pe		02/18/2	2021)21			S		27,071	D	\$117.	57 8	84,242		D		
Common share	Stock, par	value \$0.001 pe	r	02/19/2	2021				S		10,500	D	\$119.2	25(1) 7	3,742		D		
		Т	able I								posed of , converti			ly Owned	l				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	ate Execut			S. Fransaction Do		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 Securi (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		Owners Form Direct or Inc. (I) (In	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amoun or Numbe of Shares						
Restricted Stock Unit	(2)								(3))	(3)	Common Stock, par value \$0.001 per share	1,604		1,604	ļ	D		
Restricted Stock Unit	(2)								(4))	(4)	Common Stock, par value \$0.001 per share	2,392		2,392	2	D		
Restricted Stock Unit	(2)								(5))	(5)	Common Stock, par value \$0.001 per share	3,249		3,249)	D		
Restricted Stock Unit	(2)								(6))	(6)	Common Stock, par value \$0.001 per share	2,071		2,071	l	D		
Restricted Stock Unit	(2)								(7)		(7)	Common Stock, par value \$0.001 per share	3,970		3,970)	D		
Restricted Stock Unit	(2)								(8))	(8)	Common Stock, par value \$0.001 per share	6,501		6,501		D		
Restricted Stock Unit	(2)								(9))	(9)	Common Stock, par value	4,257	,	4,257	7	D		

par value \$0.001

per share

^{1.} This transaction was executed in multiple trades at prices ranging from \$119.16 to \$119.90. 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.

- 2. 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
- 3. The RSUs shall vest in full on January 3, 2022, subject to the Reporting Person's continued service as a director of the Issuer.
- 4. The RSUs vested in full on January 4, 2021 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.
- 5. The RSUs vested in full on January 2, 2020 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.
- 6. 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.
- 7. 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. 8. The RSUs vested in full on January 4, 2017 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.
- 9. The RSUs vested in full on January 2, 2016 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, Attorneyin-Fact

** Signature of Reporting Person Date

02/19/2021

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.