

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* Kingshott Adrian (Last) (First) (Middle) 107 ZACCHEUS MEAD LANE (Street) GREENWICH CT 06831 (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2015	
	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

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	01/02/2015		M		2,500	A	\$0	7,500	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)	01/02/2015		M			2,500	(2)	(2)	Common Stock, par value \$0.001 per share	2,500	\$0	0	D	
Restricted Stock Unit	(1)	01/02/2015		A			4,257	(3)	(3)	Common Stock, par value \$0.001 per share	4,257	\$0	4,257	D	
Director Stock Option (right to buy)	\$23.19							(4)	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	42,857 ⁽⁸⁾		300	D	
Warrants	\$7 ⁽⁹⁾								09/02/2011 09/02/2021	Common Stock, par value \$0.001 per share	42,857 ⁽¹⁰⁾		42,857	D	

Explanation of Responses:

- 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 Restricted Stock Units vested in full on January 2, 2015.
- The Restricted Stock Units shall vest on January 2, 2016, subject to the Reporting Person's continued service as a director of the Issuer.
- The Director Stock Options vested and became exercisable on January 2, 2015.
- 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 42,857 shares of Common Stock initially issuable upon conversion of 300 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- 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").

10. Represents 42,857 shares of Common Stock initially issuable upon conversion of 42,857 Warrants, subject to adjustment as set forth in the Warrant Certificate.

Remarks:

/s/ Gordon E. Devens, Attorney-
in-Fact 01/06/2015

** 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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