

**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                                 |           |
|--|-----------|
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|  |         |          |   |  |  |  |  |  |
|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Papastavrou Jason D</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>XPO Logistics, Inc. [ XPO ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/20/2012</u>             |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person    |  |  |
| SPRINGER WEALTH MANAGEMENT LLC<br>152 W. 57TH STREET, 19TH FLOOR       |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          |  |  |  |  |  |
| (Street)<br>NEW YORK NY 10019  |         |          |   |  |  |  |  |  |
| (City) (State) (Zip)   |         |          |   |  |  |  |  |  |

**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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|   |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock, par value \$0.001 per share | 12/20/2012                           |  | M                              |   | 2,500   | A          | (11)  | 10,000  | D  |  |
| Common Stock, par value \$0.001 per share |                                      |  |                                |   |   |            |       | 1,375   | I  | See footnote(11)                             |

**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 |   |  |  |   |  |
| Restricted Stock Units                     | (11)   | 12/20/2012                           |  | M                              |   | 2,500  |     | (12)   | (12)            | Common Stock, par value \$0.001 per share   | \$0  | 0  | D   |  |
| Restricted Stock Units                     | (11)   |                                      |  |                                |   |  |     | (2)  | (2)             | Common Stock, par value \$0.001 per share   |  | 2,500  | D   |  |
| Director Stock Options (right to buy)      | \$16.74  |                                      |  |                                |   |  |     | (3)  | 12/11/2022      | Common Stock, par value \$0.001 per share   |  | 8,000  | D   |  |
| Director Stock Options (right to buy)      | \$9.28   |                                      |  |                                |   |  |     | 09/02/2012   | 11/21/2021      | Common Stock, par value \$0.001 per share   |  | 8,000  | D   |  |
| See footnote(4)                            | \$7(5)   |                                      |  |                                |   |  |     | 09/02/2011   | (6)             | Common Stock, par value \$0.001 per share   |  | 92,857(7)  | I   | See footnote(8)  |
| Warrants                                   | \$7(9)   |                                      |  |                                |   |  |     | 09/02/2011   | 09/02/2021      | Common Stock, par value \$0.001 per share   |  | 92,857(10)   | I   | See footnote(8)  |

**Explanation of Responses:**

- The Brett A. Athans Declaration of Trust is the direct beneficial owner of these securities. Jason D. Papastavrou is the trustee of the Brett A. Athans Declaration of Trust.
- The Restricted Stock Units shall vest on December 11, 2013, subject to the Reporting Person's continued service as a director of the Issuer.
- The Director Stock Options shall vest and become exercisable on December 11, 2013, 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 92,857 shares of Common Stock initially issuable upon conversion of 650 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.

8. Springer Wealth Management LLC is the direct beneficial owner of these securities. Jason D. Papastavrou is the owner of 100% of the equity interests of Springer Wealth Management LLC.
9. 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 92,857 shares of Common Stock initially issuable upon the exercise of 92,857 Warrants, subject to adjustment as set forth in the Warrant Certificate.
11. Each Restricted Stock Unit 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. These Restricted Stock Units vested in full on September 2, 2012 and were settled on December 20, 2012.

Gordon E. Devens, Attorney in  
Fact 12/20/2012

\*\* 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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