

**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 * <u>DeJoy Louis</u>  (Last) (First) (Middle) <u>C/O XPO LOGISTICS</u> <u>5 GREENWICH OFFICE PARK</u>  (Street) <u>GREENWICH CT 06831</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)	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	01/03/2017		A <sup>(1)</sup>		9,687	A	\$0	445,834	D	
Common Stock, par value \$0.001 per share	01/03/2017		F <sup>(2)</sup>		3,313	D	\$43.16	442,521	D	
Common Stock, par value \$0.001 per share	01/04/2017		M		6,501	A	\$0	449,022	D	
Common Stock, par value \$0.001 per share								192,086	I	See footnote <sup>(3)</sup>

**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 Unit	(4)	01/04/2017		M		6,501		(5)	(5)	Common Stock, par value \$0.001 per share	\$0	0	D	
Restricted Stock Unit	(4)	01/03/2017		A		3,970		(6)	(6)	Common Stock, par value \$0.001 per share	\$0	3,970	D	

**Explanation of Responses:**

- The shares of Common Stock were issued to the Reporting Person pursuant to the Retirement and Release Agreement dated December 7, 2015 between the Issuer and the Reporting Person ("Retirement Agreement").
- No shares were sold by the Reporting Person. These shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements attributable to issuance of stock under the Retirement Agreement. This is not a discretionary transaction or open market sale.
- The Louis DeJoy Family Partnership, LLC is the direct beneficial owner of these securities. Louis DeJoy is the Managing Member of The Louis DeJoy Family Partnership, LLC.
- 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.

**Remarks:**

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

\*\* 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.