FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

	Washingto	n, D.C. 20549	
STATEMENT (OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APP	ROVAL
OMB Number:	3235-0287

Estimated average burden 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 30(h) of the Investment Company Act of 1940

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) X Director 10% Own Officer (give title Other (spr				
	(Fi SON CAPIT		3. Date of Earliest Transaction (Month/Day/Year) 01/02/2016									below)	give title		below)	респу		
445 PAR	K AVENUE	E, SUITE 1502			4. If Am	endmer	nt. Date	of Original F	iled (N	/onth/Da	av/Year)	-	6. Indi	vidual or Jo	int/Group	Filina (Check Appl	cable
(Street) NEW YO	ORK N	Y	10022		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)	(Si	tate)	(Zip)															
		Т	able I - Non	-Deriva	tive S	1			Disp	osed	of, or Bo	enefici	ally (Owned				
1. Title of Security (Instr. 3)			2. Transac Date (Month/Da		Execu if any	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			5. Amount of Securities Beneficially Owned Following Reported				7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) (D)	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)				,su. 4,
Common	Stock, par v	alue \$0.001 per/	share	01/02/	2016			М		4,25	57 <i>I</i>	A :	\$ <mark>0</mark>	26,75	7(1)		D	
Common	Stock, par v	alue \$0.001 per	share											12,0	00			See ootnote ⁽²⁾
Common	Stock, par v	alue \$0.001 per	share											12,0	00			See ootnote ⁽³⁾
Common	Stock, par v	alue \$0.001 per	share											12,0	00			ootnote ⁽⁴⁾
Common	Stock, par v	alue \$0.001 per/	share											10,0	00			Gee ootnote ⁽⁵⁾
Common Stock, par value \$0.001 per share													10,000				See ootnote ⁽⁶⁾	
			Table II - I					quired, D ts, option						wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any		4. e, Trans	saction	5. Number of 6. Derivative Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			(Instr. 5) Benefic Owned Followin Reporte			Ownership Form: Ily Direct (D) or Indirect (I) (Instr. 4	11. Nature
	Price of Derivative Security	(Month/Day/Year)			e (Instr.	Acquir or Dis of (D)	red (A) posed (Instr.			e unu	Derivative	Security	ng	Security	Securitie Benefici	es ally ng	Form:	of Indirect Beneficial Ownership (Instr. 4)
	Price of Derivative				1	Acquir or Dis of (D)	red (A) posed (Instr.		(Year)	iration	Derivative	Security	or	Security	Securitie Benefici Owned Followin	es ially ng d tion(s)	Form: Direct (D) or Indirect	Beneficial Ownership
Restricted Stock Unit	Price of Derivative			ar) 8)	1	Acquir or Dis of (D) 3, 4 an	red (A) posed (Instr. nd 5)	(Month/Day	Exp	iration	Derivative (Instr. 3 ar	Security nd 4) Amount Number	or of	Security	Securitie Benefici Owned Followin Reported Transact	es ally ng d tion(s)	Form: Direct (D) or Indirect	Beneficial Ownership
	Price of Derivative Security	(Month/Day/Year)		Code	1	Acquir or Dis of (D) 3, 4 an	red (A) posed (Instr. nd 5)	(Month/Day Date Exercisable	Exp Date	viration e	Title Common Stock, par value \$0.001	Amount Number Shares	or of	Security (Instr. 5)	Securitie Benefici Owned Followin Reporter Transact (Instr. 4)	es ally ng d tion(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Stock Unit Restricted	Price of Derivative Security	(Month/Day/Year)		Code	1	Acquir or Dis of (D) 3, 4 an	red (A) posed (Instr. nd 5)	Date Exercisable	Exp Date	viration e (8)	Title Common Stock, par value \$0.001 per share Common Stock, par value \$0.001 per share	Amount Number Shares	or of 01	Security (Instr. 5)	Securitie Benefici Owned Followin Reporter Transact (Instr. 4)	es aally ng d tition(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Restricted Stock Unit	Price of Derivative Security (7)	(Month/Day/Year)		Code	1	Acquir or Dis of (D) 3, 4 an	red (A) posed (Instr. nd 5)	Date Exercisable (8)	Exp Date	(8)	Title Common Stock, par value \$0.001 per share Common Stock, par value \$0.001 per share Common Stock, par value \$0.001 per share	Amount Number Shares 6,50	00 or of 01 01 01 01 01 01 01 01 01 01 01 01 01	Security (Instr. 5)	Securitie Benefici Owned Followin Reporter Transaci (Instr. 4)	es ally ng d tion(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Restricted Stock Unit Director Stock Option (right to buy) Director Stock Option (right to buy)	Price of Derivative Security (7) (7)	(Month/Day/Year)		Code	1	Acquir or Dis of (D) 3, 4 an	red (A) posed (Instr. nd 5)	Date Exercisable (8) (9)	Exp Date	(8) (9)	Title Common Stock, par value \$0.001 per share Common Stock, par value \$0.001 per share	Amount Number Shares 6,50	00 or of of 01 or of 02 or of	Security (Instr. 5)	Securitie Beneficio Owned Followin Reportee Transact (Instr. 4)	es ally ng d d tion(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership

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) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		tive ties red (A) posed (Instr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	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	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		Transaction(s) (Instr. 4)		
Warrants	\$7 ⁽¹⁵⁾							09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	103,572(16)		103,572	I	See footnote ⁽¹⁴⁾
Warrants	\$7 ⁽¹⁵⁾							09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	21,322(17)		21,322	I	See footnote ⁽⁵⁾

Explanation of Responses:

- 1. 15,000 of these securities are held in an individual retirement account of Michael G. Jesselson.
- 2. These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 3/12/84 FBO Samuel Joseph Jesselson. Michael G. Jesselson is a trustee of the trust.
- 3. These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 11/26/85 FBO Roni Aron Jesselson. Michael G. Jesselson is a trustee of the trust.
- 4. These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 3/31/87 FBO Jonathan Judah Jesselson. Michael G. Jesselson is a trustee of the trust.
- 5. These securities are held by Michael G. Jesselson and Linda Jesselson Trustees UID 6/30/93 FBO Maya Ariel Ruth Jesselson. Michael G. Jesselson is a trustee of the trust.
- 6. Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
- 7. 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.
- 8. The RSUs shall vest on January 4, 2017, subject to the Reporting Person's continued service as a director of the Issuer.
- 9. The RSUs vested in full on January 2, 2016.
- 10. Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- 11. 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").
- 12. The Series A Convertible Perpetual Preferred Stock has no expiration date.
- 13. Represents (i) 71,428 shares of Common Stock initially issuable upon conversion of 500 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 12/18/80 Trust and (ii) 32,142 shares of Common Stock initially issuable upon conversion of 225 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 4/8/71 Trust, in each case subject to adjustment as set forth in the Certificate of Designation.
- 14. 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.
- 15. 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").
- 16. Represents 103,572 shares of Common Stock initially issuable upon conversion of 103,572 Warrants, subject to adjustment as set forth in the Warrant Certificate.
- 17. Represents 21,322 shares of Common Stock initially issuable upon conversion of 21,322 Warrants, subject to adjustment as set forth in the Warrant Certificate.

Remarks:

/s/ Gordon E. Devens, Attorney-01/05/2016 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.