

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>JESSELSON MICHAEL G</b> <hr/> (Last) (First) (Middle) <b>C/O XPO LOGISTICS, INC.</b> <b>5 AMERICAN LANE</b> <hr/> (Street) <b>GREENWICH CT 06831</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>XPO Logistics, Inc. [ XPO ]</b>			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) <b>01/02/2020</b>					
			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	01/02/2020		M		3,249	A	\$0	36,507	D <sup>(1)</sup>	
Common Stock, par value \$0.001 per share								10,000	I	See footnote <sup>(2)</sup>
Common Stock, par value \$0.001 per share								12,000	I	See footnote <sup>(3)</sup>
Common Stock, par value \$0.001 per share								12,000	I	See footnote <sup>(4)</sup>
Common Stock, par value \$0.001 per share								12,000	I	See footnote <sup>(5)</sup>
Common Stock, par value \$0.001 per share								10,000	I	See footnote <sup>(6)</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	Title	Amount or Number of Shares				
Restricted Stock Unit	(7)	01/02/2020		A		2,392		(8)	(8)	Common Stock, par value \$0.001 per share	2,392	\$0	2,392	D	
Restricted Stock Unit	(7)	01/02/2020		M		3,249		(9)	(9)	Common Stock, par value \$0.001 per share	3,249	\$0	0	D	
Restricted Stock Unit	(7)							(10)	(10)	Common Stock, par value \$0.001 per share	2,071		2,071	D	
Restricted Stock Unit	(7)							(11)	(11)	Common Stock, par value \$0.001 per share	3,970		3,970	D	
Director Stock Option (right to buy)	\$23.19							01/02/2015	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	

**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				
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 <sup>(12)</sup>	\$7 <sup>(13)</sup>							09/02/2011	<sup>(14)</sup>	Common Stock, par value \$0.001 per share	103,570		725	I	See footnote <sup>(15)</sup>
Warrants	\$7 <sup>(16)</sup>							09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	103,572 <sup>(17)</sup>		103,572	I	See footnote <sup>(15)</sup>
Warrants	\$7 <sup>(16)</sup>							09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	21,322 <sup>(18)</sup>		21,322	I	See footnote <sup>(6)</sup>

**Explanation of Responses:**

- 15,000 of these securities are held in an individual retirement account of Michael G. Jesselson.
- Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
- These securities are held by the JJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
- These securities are held by the RAJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
- These securities are held by the SJJ Irrevocable Trust, of which Michael G. Jesselson is a trustee.
- These securities are held by Michael G. Jesselson and Linda Jesselson, Trustees UID 6/30/93 FBO Maya Ariel Ruth Jesselson.
- 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 shall vest on January 4, 2021, subject to the Reporting Person's continued service as a director of the Issuer.
- The RSUs vested in full on January 2, 2020.
- 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.
- 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.
- 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.
- 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.
- 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").
- Represents 103,572 shares of Common Stock initially issuable upon conversion of 21,322 Warrants, subject to adjustment as set forth in the Warrant Certificate.
- 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/ Karlis P. Kirsis, Attorney-in-Fact      01/06/2020

\*\* 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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