

XPO Logistics, Inc.  
Form 4  
December 13, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JESSELSON MICHAEL G**

(Last) (First) (Middle)  
445 PARK AVENUE, SUITE 1502  
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**XPO Logistics, Inc. [XPO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/11/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
Common Stock, par value \$0.001 per share				(A) or (D) Price	17,500 <sup>(1)</sup>	D	
Common Stock, par value \$0.001 per share				(A) or (D) Price	12,000	I	See footnote <sup>(2)</sup>
Common Stock, par value \$0.001 per share				(A) or (D) Price	12,000	I	See footnote <sup>(3)</sup>

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value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

12,000 I

See  
footnote <sup>(4)</sup>

Common  
Stock, par  
value  
\$0.001 per  
share

10,000 I

See  
footnote <sup>(5)</sup>

Common  
Stock, par  
value  
\$0.001 per  
share

10,000 I

See  
footnote <sup>(6)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Restricted Stock Units	<u>(17)</u>	12/11/2012		A	2,500	<u>(7)</u> <u>(7)</u>	Common Stock, par value \$0.001 per share 2,500
Director Stock Options (right to	\$ 16.74	12/11/2012		A	8,000	<u>(8)</u> 12/11/2022	Common Stock, par value \$0.001 8,000

buy)				per share	
Director Stock Options (right to buy)	\$ 9.28	09/02/2012	11/21/2021	Common Stock, par value \$0.001 per share	8,000
See footnote (9)	\$ 7 <sup>(10)</sup>	09/02/2011	<sup>(11)</sup>	Common Stock, par value \$0.001 per share	103,570 <sup>(12)</sup>
Warrants	\$ 7 <sup>(14)</sup>	09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	21,322
Warrants	\$ 7 <sup>(14)</sup>	09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	103,572 <sup>(16)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JESSELSON MICHAEL G 445 PARK AVENUE SUITE 1502 NEW YORK, NY 10022	X			

## Signatures

Gordon E. Devens, Attorney  
in Fact

12/13/2012

        \*\*Signature of Reporting Person

        Date

## Explanation of Responses:

- \* 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).
- (1) 15,000 of these securities are held in an individual retirement account of Michael G. Jesselson.
- (2) The Michael G. Jesselson and Linda Jesselson 3/12/84 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.
- (3) The Michael G. Jesselson and Linda Jesselson 11/26/85 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.
- (4) The Michael G. Jesselson and Linda Jesselson 3/31/87 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.

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- (5) The Michael G. Jesselson and Linda Jesselson 6/30/93 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.
- (6) Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
- (7) The Restricted Stock Units shall vest on December 11, 2013, subject to the Reporting Person's continued service as a director of the Issuer.
- (8) 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.
- (9) 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").
- (11) The Series A Convertible Perpetual Preferred Stock has no expiration date.  
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.
- (13) 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").
- (15) The Michael G. Jesselson and Linda Jesselson, Trustees UID 6/30/93 FBO Maya Ariel Ruth Jesselson is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.  
Represents (i) 71,429 shares of Common Stock initially issuable upon the exercise of 71,429 Warrants held by the Michael G. Jesselson 12/18/80 Trust and (ii) 32,143 shares of Common Stock initially issuable upon the exercise of 32,143 Warrants held by the Michael G. Jesselson 4/8/71 Trust, in each case subject to adjustment as set forth in the Warrant Certificate.
- (17) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.