XPO Logistic Form 4	es, Inc.											
December 20	, 2012											
FORM	S SECUR	ITIES A		OMB APPROVAL								
	Was	Washington, D.C. 20549					Number:	3235-0287				
Check this if no long subject to Section 16 Form 4 or Form 5	er <b>STATI</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires:January 31Estimated averageburden hours perresponse0.5		
obligation may conti <i>See</i> Instru 1(b).	<sup>1s</sup> Section 1	(20) (h) at the Investment (Commenty A at at 10.40)										
(Print or Type R	lesponses)											
1. Name and Address of Reporting Person <u>*</u> ANDERSEN G CHRIS			2. Issuer Name <b>and</b> Ticker or Trading Symbol XPO Logistics, Inc. [XPO]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(First) (Middle) 3. Date of H			insaction			(Check an applicable)				
	RSEN PARTN ARK AVENUI		(Month/Da 12/20/20					X Director Officer (give below)		% Owner her (specify		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK	K, NY 10022							Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year)		on Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common				Code V	Amount		Price	(Instr. 3 and 4)				
Stock, par value \$0.001 per share	12/20/2012			М	2,500	A	<u>(9)</u>	2,500	D			

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

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## 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. Transacti Code (Instr. 8)	ionof Derivative Securities		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 or Number of Shares
Restricted Stock Units	<u>(9)</u>	12/20/2012		М		2,500	(10)	(10)	Common Stock, par velue \$0.001 per share	2,500
Restricted Stock Units	<u>(9)</u>						<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.001 per share	2,500
Director Stock Option (right to buy)	\$ 16.74						(2)	12/11/2022	Common Stock, par value \$0.001 per share	8,000
Director Stock Option (right to buy)	\$ 9.28						09/02/2012	11/21/2021	Common Stock, par value \$0.001 per share	8,000
See footnote $(3)$	\$ 7 <u>(4)</u>						09/02/2011	<u>(5)</u>	Common Stock, par value \$0.001 per share	35,713 ( <u>6)</u>
Warrants	\$ 7 <u>(7)</u>						09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	35,713 (8)

## **Reporting Owners**

Relationships							
Director	10% Owner	Officer	Other				
Х							
12/20/2012							
Dat	e						
	X 12/20/	Director 10% Owner	Director 10% Owner Officer X 12/20/2012	Director 10% Owner Officer Other X 12/20/2012			

## **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). The Restricted Stock Units shall vest on December 11, 2013, subject to the Reporting Person's continued service as a director of (1)the Issuer. The Director Stock Options shall vest and become exercisable on December 11, 2013, subject to the Reporting Person's (2) continued service as a director of the Issuer. (3) 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 (4) 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. (5) Represents 35,713 shares of Common Stock initially issuable upon conversion of 250 shares of Series A Convertible Perpetual (6) Preferred Stock, subject to adjustment as set forth in the Certificate of Designation. 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 (7)(the "Warrant Certificate"). Represents shares of Common Stock initially issuable upon the exercise of Warrants, subject to adjustment as set forth in the (8) Warrant Certificate. Each Restricted Stock Unit represents a contingent right to receive, upon settlement, either (i) one share of Common Stock or (ii) (9) a cash payment equal to the fair market value of one share of Common Stock.
- (10) These Restricted Stock Units vested in full on September 2, 2012 and were settled on December 20, 2012.

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.