

Martell James J  
 Form 4  
 November 23, 2011

**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 \*  
 Martell James J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 825 HIGHLAND LANE #1105  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/21/2011

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

ATLANTA, GA 30306

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	9,540	D	

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

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SEC 1474 (9-02)

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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. 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 or Number of Shares
Restricted Stock Units	Ⓛ	11/21/2011		A		2,500		(2)	(2)	Common Stock, par value \$0.001 per share	2,500
Director Stock Options (right to buy)	\$ 9.28	11/21/2011		A		8,000		(3)	11/21/2021	Common Stock, par value \$0.001 per share	8,000
Director Stock Options (right to buy)	\$ 5							(4)	01/29/2020	Common Stock, par value \$0.001 per share	6,250
Director Stock Options (right to buy)	\$ 3.88							(5)	01/27/2019	Common Stock, par value \$0.001 per share	6,250
Director Stock Options (right to buy)	\$ 4.16							(6)	01/28/2018	Common Stock, par value \$0.001 per share	6,250
Director Stock Options (right to buy)	\$ 5.4							(6)	02/28/2017	Common Stock, par value \$0.001 per share	6,250
Director Stock Options (right to	\$ 2.96							(6)	12/12/2015	Common Stock, par value \$0.001	25,000



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- (6) The Director Stock Options are fully vested and exercisable as of the filing date of this Form 4.
- (7) 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").
- (8) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (9) Represents 103,571 shares of Common Stock initially issuable upon conversion of 725 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- (10) 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").
- (11) Represents 103,572 shares of Common Stock initially issuable upon the exercise of 103,572 Warrants, subject to adjustment as set forth in the Warrant Certificate.
- (12) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.

### Remarks:

#### Exhibit List:

Exhibit 24 -- Power of Attorney

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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