

XPO Logistics, Inc.
Form 4
January 04, 2017

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 *
DeJoy Louis

(Last) (First) (Middle)

C/O XPO LOGISTICS, 5
GREENWICH OFFICE PARK

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2017

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	01/03/2017		A ⁽¹⁾		9,687	A	\$ 0
					445,834		D
Common Stock, par value \$0.001 per share	01/03/2017		F ⁽²⁾		3,313	D	\$ 43.16
					442,521		D
Common Stock, par	01/04/2017		M		6,501	A	\$ 0
					449,022		D

value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

192,086 I

See
footnote
(3)

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

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 control number.

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(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)	8. Amount or Number of Shares
Restricted Stock Unit	(4)	01/04/2017		M	6,501	(5) (5)	Common Stock, par value \$0.001 per share	6,501
Restricted Stock Unit	(4)	01/03/2017		A	3,970	(6) (6)	Common Stock, par value \$0.001 per share	3,970

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DeJoy Louis
C/O XPO LOGISTICS
5 GREENWICH OFFICE PARK

X

GREENWICH, CT 06831

Signatures

Gordon E. Devens, Attorney
in Fact

01/04/2017

__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) The shares of Common Stock were issued to the Reporting Person pursuant to the Retirement and Release Agreement dated December 7, 2015 between the Issuer and the Reporting Person ("Retirement Agreement").

No shares were sold by the Reporting Person. These shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements attributable to issuance of stock under the Retirement Agreement. This is not a discretionary transaction or open market sale.
- (2) The Louis DeJoy Family Partnership, LLC is the direct beneficial owner of these securities. Louis DeJoy is the Managing Member of The Louis DeJoy Family Partnership, LLC.
- (3) 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.
- (4) The RSUs vested in full on January 4, 2017.
- (5) The RSUs shall vest on January 3, 2018, subject to the Reporting Person's continued service as a director of the Issuer.

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.