Fernandez M Sean Form 4 September 05, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Fernandez M Sean			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)	(Middle)	3. Date of Earliest Transaction	(enser an approach)		
C/O XPO LOGISTICS, INC., 5 GREENWICH OFFICE PARK			(Month/Day/Year) 09/02/2012	Director 10% OwnerX Officer (give title Other (specify below) Chief Operating Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
GREENWICH, CT 06831			Filed(Month/Day/Year)	Applicable Line) _X_ 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	09/02/2012		M	5,000	A	<u>(1)</u>	13,325	D		
Common Stock	09/02/2012		A(2)	25,000	A	\$0	38,325	D		
Common Stock	09/02/2012		F(3)	8,700	D	\$ 14.83	29,625	D		
Common Stock							13,500	I	By spouse	
Common Stock							2,290	I	See footnote (4)	

See Common I 2,300 footnote Stock

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

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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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date courities (Month/Day/Year) equired (Month/Day/Year) exposed of (Month/Day/Year) exposed of (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	09/02/2012		M	5,000	<u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.001 per share	5,000	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 8	Director	10% Owner	Officer	Other				
Fernandez M Sean C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK GREENWICH, CT 06831			Chief Operating Officer					

# **Signatures**

/s/ Gorgon E. Devens, 09/05/2012 Attorney-in-Fact

\*\*Signature of Reporting Person Date

2 Reporting Owners

#### **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).
  - Each Restricted Stock Unit represented 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 transactions reported in this Form 4 relate to the vesting and
- (1) settlement of previously granted restricted stock units, as well as the withholding of shares to satisfy tax withholding obligations related to the settlement of, and pursuant to the terms of the award agreements governing, such restricted stock units (see footnote 3). There were no open market sales related to the settlement of the restricted stock units or reported on this Form 4.
  - On November 7, 2011, the Reporting Person was granted 95,000 unvested restricted stock units, subject to the Company's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On August 20, 2012, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to the
- (2) performance-based restricted stock units had been satisfied. Since the applicable performance criteria has been satisfied, this award of restricted stock units vests as follows: the first installment of 25,000 performance-based restricted stock units vested and was settled on September 2, 2012 and 17,500 performance-based restricted stock units shall vest and be settled on each of the second, third and fourth anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.
- In connection with the vesting of the first installment of the Restricted Stock Units, the Issuer withheld 1,450 shares of Common Stock to satisfy tax withholding obligations, and in connection with the vesting of the first installment of the performance-based restricted stock units, the Issuer withheld 7,250 shares of Common Stock to satisfy tax withholding obligations.
- (4) These shares are held in the Reporting Person's daughters' Uniform Transfer to Minors Act (UTMA) accounts, of which the Reporting Person's spouse is the custodian.
- (5) The Restricted Stock Units were initially unvested. The first installment of 5,000 Restricted Stock Units vested and was settled on September 2, 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.