

Malat Scott  
 Form 4  
 September 05, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Malat Scott

(Last) (First) (Middle)  
 C/O XPO LOGISTICS, INC., 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)  
 09/02/2012

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)  
 Chief Strategy Officer

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 09/02/2012                           |  | M                              |   | 14,000 A \$ 0 <sup>(1)</sup>  | 14,000   | D  |
| Common Stock                    | 09/02/2012                           |  | A <sup>(2)</sup>               |   | 3,500 A \$ 0  | 17,500   | D  |
| Common Stock                    | 09/02/2012                           |  | F <sup>(3)</sup>               |   | 5,950 D \$ 14.83  | 11,550   | D  |

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

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number.

**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. Title and Amount of Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (1)  | 09/02/2012                           |  | M                              | 14,000  | (4) (4)  | Common Stock, par value \$0.001 per share                     | 14,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Malat Scott<br>C/O XPO LOGISTICS, INC.<br>5 GREENWICH OFFICE PARK<br>GREENWICH, CT 06831 |               |           | Chief Strategy Officer |       |

## Signatures

/s/ Gordon E. Devens,  
Attorney-in-Fact

09/05/2012

\*\*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).

- 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.
  - (2) On October 21, 2011, the Reporting Person was granted 17,500 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 performance-based restricted stock units had been satisfied. Since the applicable performance criteria has been satisfied, this award of restricted stock units vests in equal annual installments of 20% each, beginning on September 2, 2012 and continuing on the first, second, third and fourth anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer. The first 20% installment

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of the performance-based restricted stock units vested and was settled on September 2, 2012.

In connection with the vesting of the first 20% installment of the Restricted Stock Units, the Issuer withheld 4,760 shares of Common

- (3) Stock to satisfy tax withholding obligations, and in connection with the vesting of the first 20% installment of the performance-based restricted stock units, the Issuer withheld 1,190 shares of Common Stock to satisfy tax withholding obligations.
- (4) The Restricted Stock Units were initially unvested. The first 20% installment of the 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.

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