

Fernandez M Sean  
 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 \*  
 Fernandez M Sean

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)

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

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

C/O XPO LOGISTICS, INC., 5 GREENWICH OFFICE PARK

09/02/2012

Chief Operating Officer

(Street)

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

GREENWICH, CT 06831

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 09/02/2012                           |  | M                              | 5,000 A \$ 13,325   |   | D  |  |
| Common Stock                    | 09/02/2012                           |  | A <sup>(2)</sup>               | 25,000 A \$ 38,325  |   | D  |  |
| Common Stock                    | 09/02/2012                           |  | F <sup>(3)</sup>               | 8,700 D \$ 14.83  |   | D  |  |
| Common Stock                    |                                      |  |                                |   | 13,500  | I  | By spouse                                  |
| Common Stock                    |                                      |  |                                |   | 2,290   | I  | See footnote <sup>(4)</sup>                |

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|                 |  |       |   |                        |
|-----------------|--|-------|---|------------------------|
| Common<br>Stock |  | 2,300 | I | See<br>footnote<br>(4) |
|-----------------|--|-------|---|------------------------|

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. 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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)   | (D)                        |
| Restricted Stock Units                     | (1)  | 09/02/2012                           |  | M                              | 5,000   | (5)  | (5)   | Common Stock, par value \$0.001 per share                   | 5,000                      |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /s/ Gorgon E. Devens,<br>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.

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

(3) 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.

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