

XPO Logistics, Inc.
Form 4
September 04, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fernandez M Sean

(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)

08/20/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	09/02/2013		M		30,000	A	11	59,625	D	
Common Stock, par value \$0.001 per share	09/02/2013		F ⁽²⁾		9,511	D	\$ 22.96	50,114	D	
Common Stock, par	09/04/2013		S ⁽³⁾		5,379	D	\$ 22.85	44,735	D	

value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

13,500

I

By spouse

Common
Stock, par
value
\$0.001 per
share

2,290

I

See
footnote
(4)

Common
Stock, par
value
\$0.001 per
share

2,300

I

See
footnote
(4)

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.**

SEC 1474
(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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Unit	<u>(1)</u>	08/20/2012		A		95,000 <u>(5)</u>		<u>(6)</u>	<u>(6)</u>	Common Stock, par value \$0.001 per share	95,000
Restricted Stock Unit	<u>(1)</u>	09/02/2013		M		30,000		<u>(6)</u>	<u>(6)</u>	Common Stock, par value \$0.001 per share	30,000

Reporting Owners

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

Signatures

Gordon E. Devens, Attorney
in Fact 09/04/2013

__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) 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.
 - (2) These shares of Common Stock were withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting and settlement of RSUs.
 - (3) These shares were sold to fund tax liability attributable to the related vesting and settlement of RSUs.
 - (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.
- On November 7, 2011, the Reporting Person was granted 95,000 unvested RSUs, 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 such RSUs had been
- (5) satisfied; such RSUs thereafter vested as follows: the first installment of 25,000 of such RSUs vested and was settled on September 2, 2012 (which transaction was previously reported as an acquisition of Common Stock on a Form 4 filed September 5, 2012); the second installment of 17,500 vested and was settled on September 2, 2013 and is reported herein, and 17,500 of such RSUs shall vest and be settled on each of September 2, 2014, 2015 and 2016, subject to the Reporting Person's continued employment with the Issuer.
- The RSUs vest and are settled as follows: 30,000 RSUs vested and were settled on September 2, 2012, and 30,000 RSUs vest and shall be
- (6) settled on each of the first, second, third and fourth anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.
- For clarity, the number of RSUs reported as being owned by the Reporting Person following such August 20, 2012 acquisition includes
- (7) 55,000 other RSUs that were then held by the Reporting Person, 17,500 of which have subsequently vested and been settled for shares of Common Stock, including 12,500 that vested and were settled for shares of Common Stock on September 2, 2013 as reported herein.

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.