

XPO Logistics, Inc.  
Form 4  
September 19, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
JESSELSON MICHAEL G

(Last) (First) (Middle)  
445 PARK AVENUE, SUITE 1502  
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/15/2011

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	09/15/2011		P	2,000 A	\$ 10.056 12,000	I	See footnote (1)
Common Stock, par value \$0.001 per share	09/15/2011		P	2,000 A	(2) 12,000	I	See footnote (3)
Common Stock, par	09/15/2011		P	2,000 A	\$ 10.082 12,000	I	See footnote

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value \$0.001 per share								(4)
Common Stock, par value \$0.001 per share	09/15/2011	P	2,500	A	\$ 10.082	10,000	I	See footnote (5)
Common Stock, par value \$0.001 per share	09/15/2011	P	7,500	A	\$ 10.056	15,000 (6)	D	
Common Stock, par value \$0.001 per share						10,000	I	See footnote (7)

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

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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)	8. I De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
See footnote (8)	\$ 7 (9)					09/02/2011	(10)	Common Stock, \$0.001 par value per share	103,570 (11)
Warrants	\$ 7 (13)					09/02/2011	09/02/2021	Common Stock, \$0.001	103,572 (14)

par value  
per share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JESSELSON MICHAEL G 445 PARK AVENUE SUITE 1502 NEW YORK, NY 10022	X			

## Signatures

/s/ Clint J. Gage, as Attorney-in-fact	09/19/2011
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**Signature of Reporting Person	Date
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## 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 Michael G. Jesselson and Linda Jesselson 3/12/84 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of this trust.
- (2) Includes (i) 1,500 shares of Common Stock acquired for \$10.082 per share and (ii) 500 shares of Common Stock acquired for \$10.056 per share.
- (3) The Michael G. Jesselson and Linda Jesselson 11/26/85 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of this trust.
- (4) The Michael G. Jesselson and Linda Jesselson 3/31/87 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of this trust.
- (5) The Michael G. Jesselson and Linda Jesselson 6/30/93 Trust is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of this trust.
- (6) These securities are held in an individual retirement account of Michael G. Jesselson.
- (7) Michael G. Jesselson's spouse is the direct beneficial owner of these securities.
- (8) Series A Convertible Perpetual Preferred Stock, \$0.001 par value per share.
- (9) The initial conversion price of the Series A Convertible Perpetual Preferred Stock is \$7 per share of Common Stock, subject to adjustment as set forth in the Certificate of Designation of Series A Convertible Perpetual Preferred Stock, filed as Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Certificate of Designation").
- (10) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (11) Represents (i) 71,428 shares of Common Stock initially issuable upon conversion of 500 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 12/18/80 Trust and (ii) 32,142 shares of Common Stock initially issuable upon conversion of 225 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 4/8/71 Trust, in each case subject to adjustment as set forth in the Certificate of Designation.
- (12) The Michael G. Jesselson 12/18/80 Trust and the Michael G. Jesselson 4/8/71 Trust are the direct beneficial owners of these securities. Michael G. Jesselson is the beneficiary of each of these trusts.
- (13) The initial exercise price of the Warrants is \$7 per share of Common Stock, subject to adjustment as set forth in the Form of Warrant Certificate, filed as Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed with the SEC on September 6, 2011 (the "Warrant Certificate").

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Represents (i) 71,429 shares of Common Stock initially issuable upon the exercise of 71,429 Warrants held by the Michael G. Jesselson (14) 12/18/80 Trust and (ii) 32,143 shares of Common Stock initially issuable upon the exercise of 32,143 Warrants held by the Michael G. Jesselson 4/8/71 Trust, in each case subject to adjustment as set forth in the Warrant Certificate.

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.