

XPO Logistics, Inc.
Form 4
September 04, 2014

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 *
Hardig John

(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)
09/02/2014

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 Financial 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	09/02/2014		M		10,000	A	44,285
Common Stock, par value \$0.001 per share	09/02/2014		M		17,000	A	61,285
Common Stock, par	09/02/2014		F ⁽²⁾		9,625	D	\$ 30.97

value
\$0.001 per
share

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)	8. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	09/02/2014		M	10,000	<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$0.001 per share	10,000
Restricted Stock Unit	<u>(1)</u>	09/02/2014		M	17,000	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.001 per share	17,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hardig John C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK GREENWICH, CT 06831			Chief Financial Officer	

Signatures

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

09/04/2014

__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 were withheld to fund tax liability attributable to the settlement of the RSUs reported on this Form 4. These RSUs vested and were settled on September 2, 2014, as originally scheduled, and there were no related discretionary transactions or open market sales.
 - (3) The RSUs vest and shall be settled 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.
- On February 13, 2012, the Reporting Person was granted 85,000 unvested RSUs, subject to the Issuers satisfaction of certain predetermined performance criteria and the Reporting Persons continued employment with the Issuer. On August 20, 2012, the
- (4) Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such RSUs has been satisfied, and such RSUs shall thereafter vest 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.

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.