

Kingshott Adrian  
 Form 4  
 September 05, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Kingshott Adrian

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)

107 ZACCHEOUS MEAD LANE

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/02/2012

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

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 Ownership (Instr. 4)
Common Stock	09/02/2012		M	2,500 A	2,500	D	

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)**

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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 Shares
Restricted Stock Units	<u>(1)</u>	09/02/2012		M	2,500	<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$0.001 per share	2,500
Director Stock Options (right to buy)	\$ 9.28					<u>(3)</u>	11/21/2021	Common Stock, par value \$0.001 per share	8,000
See footnote <u>(9)</u>	\$ 7 <u>(4)</u>					09/02/2011	<u>(5)</u>	Common Stock, par value \$0.001 per share	42,857 <u>(6)</u>
Warrants	\$ 7 <u>(7)</u>					09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	42,857 <u>(8)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kingshott Adrian 107 ZACCHEOUS MEAD LANE GREENWICH, CT 06831	X			

## 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).
- (1) 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.
- (2) The Restricted Stock Units were initially unvested. The Restricted Stock Units vested and were settled on September 2, 2012.
- (3) The Director Stock Options were initially unvested. The Director Stock Options vested and became exercisable on September 2, 2012.  
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").
- (4) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (5) Represents 42,857 shares of Common Stock initially issuable upon conversion of 300 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.  
The initial exercise price of the Warrants is \$7 per share of Common Stock, subject to adjustment as set forth in 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").
- (6) Represents 42,857 shares of Common Stock initially issuable upon the exercise of 42,857 Warrants, subject to adjustment as set forth in the Warrant Certificate.
- (7) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- (8) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- (9) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.

### Remarks:

See Exhibit 24.1 attached - Power of Attorney

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.