XPO Logistics, Inc.
Form 4
January 05, 2016

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

(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
(Last)　(First)　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2016	(Check all applicable) __X__ Director　_____ 10% Owner _____ Officer (give title　_____ Other (specify below)　below)
107 ZACCHEUS MEAD LANE		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.001 per share								7,500	D	

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

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 Shares
Restricted Stock Unit	(1)	01/04/2016		A		6,501		(2)	(2)	Common Stock, par value $0.001 per share	6,501
Restricted Stock Unit	(1)							(3)	(3)	Common Stock, par value $0.001 per share	4,257
Director Stock Option (right to buy)	$ 23.19							01/02/2015	12/12/2023	Common Stock, par value $0.001 per share	8,000
Director Stock Option (right to buy)	$ 16.74							12/11/2013	12/11/2022	Common Stock, par value $0.001 per share	8,000
Director Stock Option (right to buy)	$ 9.28							09/02/2012	11/21/2021	Common Stock, par value $0.001 per share	8,000
See footnote (4)	$ 7 (5)							09/02/2011	(6)	Common Stock, par value $0.001 per share	42,857 (7)
Warrants	$ 7 (8)							09/02/2011	09/02/2021	Common Stock, par value	42,857 (9)

$0.001
per share

Reporting Owners

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

Signatures

/s/ Gordon E. Devens, Attorney-in-Fact	01/05/2016
**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)   The RSUs shall vest on January 4, 2017, subject to the Reporting Person's continued service as a director of the Issuer.

(3)   The RSUs vested in full on January 2, 2016 and are subject to a deferral election. Shares of Common Stock will be delivered to the Reporting Person as per the terms of the deferral election.

(4)   Series A Convertible Perpetual Preferred Stock, par value $0.001 per share.

(5)   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").

(6)   The Series A Convertible Perpetual Preferred Stock has no expiration date.

(7)   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.

(8)   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").

(9)   Represents 42,857 shares of Common Stock initially issuable upon conversion of 42,857 Warrants, 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.