DeJoy Louis
Form 4
January 03, 2018

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DeJoy Louis

(Last) (First) (Middle)

C/O XPO LOGISTICS, 5 AMERICAN LANE

(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)
01/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	01/02/2018		A(1)		7,957	A	$ 0	456,979	D	
Common Stock, par value $0.001 per share	01/02/2018		F(2)		2,689	D (2)	$ 0	454,290	D	
Common Stock, par	01/03/2018		M		3,970	A	$ 0	458,260	D	

value $0.001 per share					
Common Stock, par value $0.001 per share			192,086	I	See footnote (3)

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

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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 S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(4)	01/03/2018		M			3,970	(5)	(5)	Common Stock, par value $0.001 per share	3,970	
Restricted Stock Unit	(4)	01/02/2018		A		2,071		(6)	(6)	Common Stock, par value $0.001 per share	2,071	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeJoy Louis C/O XPO LOGISTICS 5 AMERICAN LANE	X			

GREENWICH, CT 06831

Signatures

/s/ Karlis P. Kirsis, Attorney-in-Fact 01/03/2018

**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) The shares of Common Stock were issued to the Reporting Person pursuant to the Retirement and Release Agreement dated December 7, 2015 between the Issuer and the Reporting Person ("Retirement Agreement").

(2) No shares were sold by the Reporting Person. These shares were withheld by the Issuer to satisfy the minimum statutory tax withholding requirements attributable to issuance of stock under the Retirement Agreement. This is not a discretionary transaction or open market sale.

(3) The Louis DeJoy Family Partnership, LLC is the direct beneficial owner of these securities. Louis DeJoy is the Managing Member of The Louis DeJoy Family Partnership, LLC.

(4) 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.

(5) The RSUs vested in full on January 3, 2018.

(6) The RSUs shall vest on January 2, 2019, subject to the Reporting Person's continued service as a director of the Issuer.

Remarks:

See Exhibit 24, Power of Attorney, attached.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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