

Martell James J  
 Form 4  
 December 20, 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 \*  
 Martell James J

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)  
 825 HIGHLAND LANE #1105  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/20/2012

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

ATLANTA, GA 30306

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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. 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, par value \$0.001 per share	12/20/2012		M	2,500 A <u>(11)</u>	12,040	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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(11)	12/20/2012		M	2,500	(12)	(12)	Common Stock, par value \$0.001 per share	2,500
Restricted Stock Units	(11)					(1)	(1)	Common Stock, par value \$0.001 per share	2,500
Director Stock Options (right to buy)	\$ 16.74					(2)	12/11/2022	Common Stock, par value \$0.001 per share	8,000
Director Stock Options (right to buy)	\$ 9.28					(3)	11/21/2021	Common Stock, par value \$0.001 per share	8,000
Director Stock Options (right to buy)	\$ 5					(4)	01/29/2020	Common Stock, par value \$0.001 per share	6,250
Director Stock Options (right to buy)	\$ 3.88					(3)	01/27/2019	Common Stock, par value \$0.001 per share	6,250
Director Stock Options (right to buy)	\$ 4.16					(3)	01/28/2018	Common Stock, par value \$0.001	6,250

buy)				per share	
Director Stock Options (right to buy)	\$ 5.4	(3)	02/28/2017	Common Stock, par value \$0.001 per share	6,250
Director Stock Options (right to buy)	\$ 2.96	(3)	12/12/2015	Common Stock, par value \$0.001 per share	25,000
Director Stock Options (right to buy)	\$ 5	(3)	07/15/2015	Common Stock, par value \$0.001 per share	25,000
See footnote (5)	\$ 7 (6)		09/02/2011	(7) Common Stock, par value \$0.001 per share	103,571 (8)
Warrants	\$ 7 (9)		09/02/2011	09/02/2021 Common Stock, par value \$0.001 per share	103,572 (10)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martell James J 825 HIGHLAND LANE #1105 ATLANTA, GA 30306	X			

## Signatures

Gordon E. Devens, Attorney  
in Fact

12/20/2012

\_\_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) The Restricted Stock Units shall vest on December 11, 2013, subject to the Reporting Person's continued service as a director of the Issuer.

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- (2) The Director Stock Options shall vest and become exercisable on December 11, 2013, subject to the Reporting Person's continued service as a director of the Issuer.
- (3) The Director Stock Options are fully vested and exercisable as of the filing date of this Form 4.
- (4) The Director Stock Options vest and become exercisable in 36 equal monthly installments, commencing on February 1, 2010 and continuing on the first day of each of the following 35 months, subject to the Reporting Person's continued service as a director of the Issuer.
- (5) Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share.
- (6) 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").
- (7) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (8) Represents 103,571 shares of Common Stock initially issuable upon conversion of 725 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- (9) 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").
- (10) Represents shares of Common Stock initially issuable upon the exercise of Warrants, subject to adjustment as set forth in the Warrant Certificate.
- (11) Each Restricted Stock Unit 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.
- (12) These Restricted Stock Units vested in full on September 2, 2012 and were settled on December 20, 2012.

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.