

Papastavrou Jason D  
Form 4  
December 20, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Papastavrou Jason D

(Last) (First) (Middle)

SPRINGER WEALTH  
MANAGEMENT LLC, 152 W.  
57TH STREET, 19TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
XPO Logistics, Inc. [XPO]

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

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)

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock, par value \$0.001 per share | 12/20/2012                           |  | M                              | 2,500 A <u>(11)</u>   | 10,000  | D  |                                   |
| Common Stock, par value \$0.001 per share |                                      |  |                                |   | 1,375   | I  | See footnote <u>(1)</u>           |

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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)

| 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)   |                                      |  |                                |   | (2)  | (2)   | Common Stock, par value \$0.001 per share | 2,500                      |
| Director Stock Options (right to buy)      | \$ 16.74   |                                      |  |                                |   | (3)  | 12/11/2022  | Common Stock, par value \$0.001 per share | 8,000                      |
| Director Stock Options (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 | 92,857 (7)                 |
| Warrants                                   | \$ 7 (9)   |                                      |  |                                |   | 09/02/2011   | 09/02/2021  | Common Stock, par                         | 92,857 (10)                |

value  
\$0.001  
per share

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Papastavrou Jason D<br>SPRINGER WEALTH MANAGEMENT LLC<br>152 W. 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10019 | 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 Brett A. Athans Declaration of Trust is the direct beneficial owner of these securities. Jason D. Papastavrou is the trustee of the Brett A. Athans Declaration of Trust.
- (2) The Restricted Stock Units shall vest on December 11, 2013, subject to the Reporting Person's continued service as a director of the Issuer.
- (3) 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.
- (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 92,857 shares of Common Stock initially issuable upon conversion of 650 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- (8) Springer Wealth Management LLC is the direct beneficial owner of these securities. Jason D. Papastavrou is the owner of 100% of the equity interests of Springer Wealth Management LLC.
- (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 92,857 shares of Common Stock initially issuable upon the exercise of 92,857 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.

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