XPO Logistics, Inc.
Form 4
September 04, 2013

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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] Renner Kent R	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)	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2012	_____ Director　　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　below) SVP, Chief Accounting Officer
C/O XPO LOGISTICS, INC., 5 GREENWICH OFFICE PARK		
(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	09/02/2013		M		17,500	A	(1)	30,100	D	
Common Stock, par value $0.001 per share	09/02/2013		F(2)		5,425	D	$ 22.96	24,675	D	
Common Stock, par	09/04/2013		S(3)		1,928	D	$ 22.85	22,747	D	

value
$0.001 per
share

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

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(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 Unit	(1)	08/20/2012		A		37,500 (4)		(5)	(5)	Common Stock, par value $0.001 per share	37,500
Restricted Stock Unit	(1)	09/02/2013		M			17,500	(5)	(5)	Common Stock, par value $0.001 per share	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Renner Kent R C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK GREENWICH, CT 06831			SVP, Chief Accounting Officer	

Signatures

Gordon E. Devens, Attorney in Fact	09/04/2013
**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) These shares of Common Stock were withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting and settlement of RSUs.

(3) These shares were sold to fund tax liability attributable to the related vesting and settlement of RSUs.

(4) On January 5, 2012, the Reporting Person was granted 37,500 unvested RSUs, subject to the Company's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On August 20, 2012, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such RSUs had been satisfied; such RSUs thereafter vested as follows: the first installment of 7,500 of such RSUs vested and was settled on September 2, 2012 (which transaction was previously reported as an acquisition of Common Stock on a Form 4 filed September 5, 2012); the second installment of 7,500 vested and was settled on September 2, 2013 and is reported herein, and 7,500 of such RSUs shall vest and be settled on each of September 2, 2014, 2015 and 2016, subject to the Reporting Person's continued employment with the Issuer.

(5) The RSUs vest and are settled as follows: 17,500 RSUs vested and were settled on September 2, 2012, and 17,500 RSUs vest and shall be settled on each of the first, second, third and fourth anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.

(6) For clarity, the number of RSUs reported as being owned by the Reporting Person following such August 20, 2012 acquisition includes 50,000 other RSUs that were then held by the Reporting Person, 20,000 of which have subsequently vested and been settled for shares of Common Stock, including 10,000 that vested and were settled for shares of Common Stock on September 2, 2013 as reported herein.

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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