

XPO Logistics, Inc.
Form 4
November 19, 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 *
JESSELSON MICHAEL G

(Last) (First) (Middle)

445 PARK AVENUE, SUITE 1502

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2012

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)
Common Stock, par value \$0.001 per share				(A) or (D) Price	17,500 ⁽¹⁾	D	
Common Stock, par value \$0.001 per share				(A) or (D) Price	12,000	I	See footnote ⁽²⁾
Common Stock, par value \$0.001 per share				(A) or (D) Price	12,000	I	See footnote ⁽³⁾

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value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

12,000 I

See
footnote ⁽⁴⁾

Common
Stock, par
value
\$0.001 per
share

10,000 I

See
footnote ⁽⁵⁾

Common
Stock, par
value
\$0.001 per
share

10,000 I

See
footnote ⁽⁶⁾

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 of Number of Shares
Warrants ⁽⁷⁾	\$ 7 ⁽⁸⁾	11/15/2012		P	21,322	09/02/2011 09/02/2021	Common Stock, par value \$0.001 per share 21,322
Director Stock Options (right to buy)	\$ 9.28					⁽¹⁰⁾ 11/21/2021	Common Stock, par value \$0.001 per share 8,000

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The Michael G. Jesselson and Linda Jesselson, Trustees UID 6/30/93 FBO Maya Ariel Ruth Jesselson is the direct beneficial owner of these securities. Michael G. Jesselson is a trustee of the trust.

(10) The Director Stock Options vested and became exercisable on September 2, 2012.

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

(12) 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").

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

(14) Represents (i) 71,428 shares of Common Stock initially issuable upon conversion of 500 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 12/18/80 Trust and (ii) 32,142 shares of Common Stock initially issuable upon conversion of 225 shares of Series A Convertible Perpetual Preferred Stock held by the Michael G. Jesselson 4/8/71 Trust, in each case subject to adjustment as set forth in the Certificate of Designation.

(15) The Michael G. Jesselson 12/18/80 Trust and the Michael G. Jesselson 4/8/71 Trust are the direct beneficial owners of these securities. Michael G. Jesselson is the beneficiary of each of these trusts.

(16) Represents (i) 71,429 shares of Common Stock initially issuable upon the exercise of 71,429 Warrants held by the Michael G. Jesselson 12/18/80 Trust and (ii) 32,143 shares of Common Stock initially issuable upon the exercise of 32,143 Warrants held by the Michael G. Jesselson 4/8/71 Trust, in each case 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.