Edgar Filing: XPO Logistics, Inc. - Form 4

XPO Logisti	cs, Inc.										
Form 4											
September 0											
FORM	14 UNITED S	STATES					NGE C	OMMISSION		29ROVAL 3235-0287	
Check th	is hov		Wa	shington,	D.C. 20	549			Number:		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction See Instruction See Instruction Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 16. Form 5 obligations May continue. See Instruction Section 16. Form 5 obligations May continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							e Act of 1934, 1935 or Sectior	Expires: Estimated a burden hour response	•		
See Instruction 1(b).	uction	50(11)	of the m	vestment	Compan	y 110	. 01 174	0			
(Print or Type I	Responses)										
Fernandez M Sean Symbol				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
(Last)	· ·			•	ristics, Inc. [XPO]				(Check all applicable)		
			Date of Earliest Transaction Ionth/Day/Year)				Director 10% Owner				
C/O XPO LOGISTICS, INC., 5 08/20/2				20/2012				XOfficer (give titleOther (specify below) below)			
GREENWICH OFFICE PARK								Chief Operating Officer			
	(Street)			endment, Da	-			6. Individual or Jo	int/Group Filin	g(Check	
			Filed(Mor	Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
GREENWICH, CT 06831				For				Form filed by M			
(City)		(Zip)						Person			
							_	uired, Disposed of		-	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		Code	4. Securit on(A) or Dis (Instr. 3, 4	sposed	l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock, par value \$0.001 per share	09/02/2013			М	30,000	A	<u>(1)</u>	59,625	D		
Common Stock, par value \$0.001 per share	09/02/2013			F <u>(2)</u>	9,511	D	\$ 22.96	50,114	D		
Common Stock, par	09/04/2013			S <u>(3)</u>	5,379	D	\$ 22.85	44,735	D		

value \$0.001 per share			
Common Stock, par value \$0.001 per share	13,500	I	By spouse
Common Stock, par value \$0.001 per share	2,290	I	See footnote (4)
Common Stock, par value \$0.001 per share	2,300	Ι	See footnote (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Numbe orDerivative Securities (A) or Dis (D) (Instr. 3, 4	e Acquired sposed of	6. Date Exerce Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Unit	<u>(1)</u>	08/20/2012		А	95,000 (5)		(6)	<u>(6)</u>	Common Stock, par value \$0.001 per share	95,000
Restricted Stock Unit	<u>(1)</u>	09/02/2013		М		30,000	(6)	<u>(6)</u>	Common Stock, par value \$0.001 per share	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Fernandez M Sean C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK GREENWICH, CT 06831			Chief Operating Officer				
Signatures							

Date

Gordon E. Devens, Attorney	09/04/2013
in Fact	09/04/201

**Signature of Reporting Person

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) These shares are held in the Reporting Person's daughters' Uniform Transfer to Minors Act (UTMA) accounts, of which the Reporting Person's spouse is the custodian.

On November 7, 2011, the Reporting Person was granted 95,000 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

(5) satisfied; such RSUs thereafter vested as follows: the first installment of 25,000 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 17,500 vested and was settled on September 2, 2013 and is reported herein, and 17,500 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.

The RSUs vest and are settled as follows: 30,000 RSUs vested and were settled on September 2, 2012, and 30,000 RSUs vest and shall be (6) settled on each of the first, second, third and fourth anniversaries thereof, subject to the Reporting Person's continued employment with the Issuer.

For clarity, the number of RSUs reported as being owned by the Reporting Person following such August 20, 2012 acquisition includes
(7) 55,000 other RSUs that were then held by the Reporting Person, 17,500 of which have subsequently vested and been settled for shares of Common Stock, including 12,500 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. 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.