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Form 4 September 05, 2012 $\begin{tabular}{ c c c c c } \hline CPORM 4 & UNITED STATES SECURITIES AND EXCHANCE COMMISSION Chock this box if a parameter of the par$	Harik Mario	А										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Mombre: 3235-0287 Washington, D.C. 20549 The longer subject to Section 16. Form 4 or Form 5 obligations may continue. Sec Instruction 1(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB APPROVAL OMB SECURITIES OMB APPROVAL OMB Security in the securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Securities Exchange Act of 1935 or Section 30(h) of the Investment Company Act of 1945 or Section 1(b). State Prime Security is the securities Exchange Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1940 State Section 17(a) of the Public Utility Holding Company Act of 1945 or Section 30(h) of the Investment Company Act of 1940 State Section 17(a) of the Public Utility Symbol XPO Logistics, Inc. [XPO] (Last) State Name and Ticker or Trading Symbol XPO Logistics, Inc. [XPO] (Check all applicable) State Section 17(a) of the Securities Acquired Filed/Momh/Day/Year) State Security (Momh/Day/Year) State 1000 (Check all applicable) (Instr. 3) (First) (Momh/Day/Year) State 1 - Non-Derivative Securities Acquired Filed/Momh/Day/Year) State 1 - Non-Derivative Securities Acquired Sccurity (Instr. 3) State 2 - Security (Instr. 4) Status of Act Applicable Line -X_Form filed by One Reporting Person Person Status of Act Applicable Line -X_Form filed by One Reporting Person Person Status of Act Applicable Line -X_Form filed by One Reporting Person Status of Act Applicable Line -X_Form filed by One Reporting Person Status of Act Applicable Line -X_Form filed by One Reporting												
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H(2) =	Stock					17,000			_0,000			
Stock 14.83 14,055 D		09/02/2012			F(2)	5 985	р	\$	14 695	D		
	Stock	0710212012				5,705	D	14.83	1,075	2		

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.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	09/02/2012		М	19,000	<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$0.001 per share	19,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
Harik Mario A C/O XPO LOGISTICS, INC. 5 GREENWICH OFFICE PARK GREENWICH, CT 06831			Chief Information Officer				
Signatures							
/s/ Gordon E. Devens, Attorney-in-Fact	09/	05/2012					
**Signature of Reporting Person		Date					
Explanation of Resp	oneae						

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).

Each Restricted Stock Unit represented 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. The transactions reported in this Form 4 relate to the vesting and

- (1) settlement of previously granted restricted stock units, as well as the withholding of shares to satisfy tax withholding obligations related to the settlement of, and pursuant to the terms of the award agreements governing, such restricted stock units (see footnote 2). There were no open market sales related to the settlement of the restricted stock units or reported on this Form 4.
- (2) In connection with the vesting of the first 20% installment of the Restricted Stock Units, the Issuer withheld 5,985 shares of Common Stock to satisfy tax withholding obligations.
- (3) The Restricted Stock Units were initially unvested. The first 20% installment of the Restricted Stock Units vested and was settled on September 2, 2012.

Remarks:

See Exhibit 24.1 attached - Power of Attorney

Reporting Owners

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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.