

Kingshott Adrian
Form 4
November 23, 2011

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 *
Kingshott Adrian

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)
107 ZACCHEOUS MEAD LANE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

GREENWICH, CT 06831

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Restricted Stock Units	<u>(1)</u>	11/21/2011	A	2,500	<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$0.001 per share	2,500
Director Stock Options (right to buy)	\$ 9.28	11/21/2011	A	8,000	<u>(3)</u>	11/21/2021	Common Stock, par value \$0.001 per share	8,000
See footnote <u>(9)</u>	\$ 7 <u>(4)</u>				09/02/2011	<u>(5)</u>	Common Stock, par value \$0.001 per share	42,857 <u>(6)</u>
Warrants	\$ 7 <u>(7)</u>				09/02/2011	09/02/2021	Common Stock, par value \$0.001 per share	42,857 <u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kingshott Adrian 107 ZACCHEOUS MEAD LANE GREENWICH, CT 06831			X	

Signatures

/s/ Eric L. Schiele, as
Attorney-in-fact
11/23/2011

**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)

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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.

- (2) The Restricted Stock Units shall initially be unvested. The Restricted Stock Units shall vest on September 2, 2012, subject to Adrian Kingshott's continued service as a director of the Issuer, and shall be settled within 30 following the vesting date.
- (3) The Director Stock Options shall initially be unvested, and shall vest and become exercisable on September 2, 2012, subject to Adrian Kingshott's continued service as a director of the Issuer.

- (4) 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").

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

- (6) Represents 42,857 shares of Common Stock initially issuable upon conversion of 300 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.

- (7) The initial exercise price of the Warrants is \$7 per share of Common Stock, subject to adjustment as set forth in 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").

- (8) Represents 42,857 shares of Common Stock initially issuable upon the exercise of 42,857 Warrants, subject to adjustment as set forth in the Warrant Certificate.

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

Remarks:

Exhibit List:

Exhibit 24 -- Power of Attorney

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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