

Martell James J  
 Form 4  
 November 23, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Martell James J

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)  
 825 HIGHLAND LANE #1105  
 (Street)

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

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

ATLANTA, GA 30306

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

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.001 per share |                                      |  |                                | (A) or (D) Price  | 9,540   | D  |                                   |

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

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SEC 1474 (9-02)

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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. 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 Units                     | 0  | 11/21/2011                           |  | A                              |   | 2,500  |     | (2)   | (2)             | Common Stock, par value \$0.001 per share | 2,500                      |
| Director Stock Options (right to buy)      | \$ 9.28  | 11/21/2011                           |  | A                              |   | 8,000  |     | (3)   | 11/21/2021      | Common Stock, par value \$0.001 per share | 8,000                      |
| Director Stock Options (right to buy)      | \$ 5   |                                      |  |                                |   |  |     | (4)   | 01/29/2020      | Common Stock, par value \$0.001 per share | 6,250                      |
| Director Stock Options (right to buy)      | \$ 3.88  |                                      |  |                                |   |  |     | (5)   | 01/27/2019      | Common Stock, par value \$0.001 per share | 6,250                      |
| Director Stock Options (right to buy)      | \$ 4.16  |                                      |  |                                |   |  |     | (6)   | 01/28/2018      | Common Stock, par value \$0.001 per share | 6,250                      |
| Director Stock Options (right to buy)      | \$ 5.4   |                                      |  |                                |   |  |     | (6)   | 02/28/2017      | Common Stock, par value \$0.001 per share | 6,250                      |
| Director Stock Options (right to           | \$ 2.96  |                                      |  |                                |   |  |     | (6)   | 12/12/2015      | Common Stock, par value \$0.001           | 25,000                     |

|           |           |     |            |            |         |
|-----------|-----------|-----|------------|------------|---------|
| buy)      |           |     |            | per share  |         |
| Director  |           |     |            | Common     |         |
| Stock     |           |     |            | Stock, par |         |
| Options   | \$ 5      | (6) | 07/15/2015 | value      | 25,000  |
| (right to |           |     |            | \$0.001    |         |
| buy)      |           |     |            | per share  |         |
| See       |           |     |            | Common     |         |
| footnote  | \$ 7 (7)  |     | 09/02/2011 | Stock, par | 103,571 |
| (12)      |           |     | (8)        | value      | (9)     |
|           |           |     |            | \$0.001    |         |
|           |           |     |            | per share  |         |
| Warrants  | \$ 7 (10) |     | 09/02/2011 | Common     | 103,572 |
|           |           |     | 09/02/2021 | Stock, par | (11)    |
|           |           |     |            | value      |         |
|           |           |     |            | \$0.001    |         |
|           |           |     |            | per share  |         |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Martell James J<br>825 HIGHLAND LANE #1105<br>ATLANTA, GA 30306 | X             |           |         |       |

## Signatures

/s/ Eric L. Schiele, as  
 Attorney-in-fact  
 \*\*Signature of Reporting Person

11/23/2011  
 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 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 James J. Martell'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 James J. Martell's continued service as a director of the Issuer.
- (4) The Director Stock Options initially were unvested, and vest and become exercisable in 36 equal monthly installments, commencing on February 1, 2010 and continuing on the first day of each of the following 35 months, subject to James J. Martell's continued service as a director of the Issuer.
- (5) The Director Stock Options initially were unvested, and vest and become exercisable in 36 equal monthly installments, commencing on February 1, 2009 and continuing on the first day of each of the following 35 months, subject to James J. Martell's continued service as a director of the Issuer.

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- (6) The Director Stock Options are fully vested and exercisable as of the filing date of this Form 4.
- (7) 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").
- (8) The Series A Convertible Perpetual Preferred Stock has no expiration date.
- (9) Represents 103,571 shares of Common Stock initially issuable upon conversion of 725 shares of Series A Convertible Perpetual Preferred Stock, subject to adjustment as set forth in the Certificate of Designation.
- (10) The initial exercise price of the Warrants is \$7 per share of Common Stock, subject to adjustment 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").
- (11) Represents 103,572 shares of Common Stock initially issuable upon the exercise of 103,572 Warrants, subject to adjustment as set forth in the Warrant Certificate.
- (12) 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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