

Hardig John
Form 4
September 05, 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 *
Hardig John

(Last) (First) (Middle)

C/O XPO LOGISTICS, INC., 5
GREENWICH OFFICE PARK

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	09/02/2012		M	10,000 A \$ 11	10,000	D	
Common Stock	09/02/2012		A ⁽²⁾	17,000 A \$ 0	27,000	D	
Common Stock	09/02/2012		F ⁽³⁾	8,100 D \$ 14.83	18,900	D	

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

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of the performance-based restricted stock units vested and was settled on September 2, 2012.

In connection with the vesting of the first 20% installment of the Restricted Stock Units, the Issuer withheld 3,000 shares of Common

- (3) Stock to satisfy tax withholding obligations, and in connection with the vesting of the first 20% installment of the performance-based restricted stock units, the Issuer withheld 5,100 shares of Common Stock to satisfy tax withholding obligations.
- (4) The Restricted Stock Units were initially unvested. The first 20% installment of the Restricted Stock Units vested and was settled on September 2, 2012.

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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