

Cooper Troy A.
Form 4
February 21, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Cooper Troy A.

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)
C/O XPO LOGISTICS, INC., 5
AMERICAN LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

GREENWICH, CT 06831

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.001 per share	02/19/2018		A	40,051	<u>A</u> (1)	\$ 0	136,618	D
Common Stock, par value \$0.001 per share	02/19/2018		A	25,000	<u>A</u> (2)	\$ 0	161,618	D
Common Stock, par	02/19/2018		A	17,073	<u>A</u> (3)	\$ 0	178,691	D

value
\$0.001 per
share

Common
Stock, par
value \$0.001 per
share

02/19/2018 F(4) 35,295 D (4) \$ 91.43 143,396 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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Troy A. C/O XPO LOGISTICS, INC. 5 AMERICAN LANE GREENWICH, CT 06831			Chief Operating Officer	

Signatures

/s/ Karlis P. Kirsis,
Attorney-in-Fact 02/21/2018

__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) On March 14, 2014, the Reporting Person was granted 40,051 unvested performance-based restricted stock units ("PRsUs"), subject to the Issuer's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer.

On February 19, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such PRsUs has been satisfied and such PRsUs vested in full.

(2) On June 30, 2014, the Reporting Person was granted 25,000 unvested PRsUs, subject to the Issuer's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On February 19, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such PRsUs has been satisfied and such PRsUs vested in full.

(3) On February 27, 2015, the Reporting Person was granted 17,073 unvested PRsUs, subject to the Issuer's satisfaction of certain predetermined performance criteria and the Reporting Person's continued employment with the Issuer. On February 19, 2018, the Compensation Committee of the Board of Directors of the Issuer certified that the performance criteria applicable to such PRsUs has been satisfied and such PRsUs vested in full.

(4) No shares were sold by the Reporting Person. These shares were withheld by the Issuer to fund tax liability attributable to the vesting and settlement of the PRsUs reported on this Form 4. These PRsUs vested and were settled as originally scheduled, and there were no related discretionary transactions or open market sales.

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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