Ritter Greg Form 3 October 07, 2011

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104 January 31,

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

burden hours per response...

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 *

Ritter Greg

(Last)

(First) (Middle) Statement

(Month/Day/Year)

10/05/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

XPO Logistics, Inc. [XPO]

4. Relationship of Reporting Person(s) to Issuer

Director

_X__ Officer

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

4. Nature of Indirect Beneficial

5916 E. HARTFORD AVENUE

(Street)

(Check all applicable)

(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person Form filed by More than One

SCOTTSDALE, Â AZÂ 85254

(State)

(Zip)

Sr. VP, Brokerage Operations Reporting Person

Other

10% Owner

1. Title of Security

(Instr. 4)

(City)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

(I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5) Direct (D)

or Indirect

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise Price of Derivative

Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Title

Amount or Number of Shares

or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritter Greg 5916 E. HARTFORD AVENUE SCOTTSDALE, AZ 85254	Â	Â	Sr. VP, Brokerage Operations	Â

Signatures

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

10/07/2011

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

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Remarks:

Immediately prior to becoming an officer of the Issuer, Gregory W. Ritter did not beneficially own of the Issuer.

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.

Reporting Owners 2