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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 OWNE Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940															OMB Number: 3235-0287 Estimated average burden hours per response: 0.5		
1. Name and Address of Reporting Person [*] <u>Ashe Gena L</u>				2. Issuer Name and Ticker or Trading Symbol <u>GXO Logistics, Inc.</u> [GXO]								(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last) (First) (Middle) C/O GXO LOGISTICS, INC.					3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023										Officer (give title Other (specify below) below)					
TWO AI	MERICAN	LANE			4. If A	mendn	nent, D	Date of	f Original	Filed	(Month/Da	y/Year)	.)			Joint/Group	o Filin	g (Check Ap	plicable	
(Street) GREENWICH CT 06831															Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)																	
		Tal	ole I - Non-	Deriva	tive \$	Secu	rities	s Acc	quired,	Dis	osed o	f, or I	Bene	ficiall	y Owned					
1. Title of Security (Instr. 3)			1	2. Transaction Date (Month/Day/Ye		Executi		n Date,	3. Transaction Code (Instr 8)					5. Amou Securitie Beneficia Owned F Reported	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(/ (E	A) or D)	Price	Transact (Instr. 3 a				. ,	
Common Stock 01/03				01/03/2	/2023				М		2,120	0 A		\$ <mark>0</mark>	2,	120		D		
			Table II - D								osed of, onvertik				Owned					
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed	4.	,		5. Number of Derivative		6. Date Exerc Expiration Da (Month/Day/Y			7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transaction		1	Beneficial Ownership t (Instr. 4)	
(Instr. 3)	Price of Derivative		Execution Da if any (Month/Day/Y	Co	nsactio de (Insi	on De str. Se Ac or of	erivativ curitie cquirec Dispo (D) (In	ve es ed (A) osed nstr.	Expiratio	n Dat	e	Amou Secur Unde Deriv	unt of rities erlying vative S		Derivative Security	derivative Securities Beneficia Owned Following Reported	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	o of Indirect Beneficial Ownership (Instr. 4)	
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1. Each Restricted Stock Unit ("RSU") represents a contingent right to receive, either (i) one share of GXO Logistics, Inc. ("GXO") common stock, par value \$0.01 per share ("GXO Common Stock"), or (ii) a cash payment equal to the fair market value of one share of GXO Common Stock.

2. The RSUs vested in full on January 3, 2023.

3. The RSUs shall vest in full on January 3, 2024, subject to the Reporting Person's continued service as a director of GXO.

4. The RSUs vested in full on January 4, 2021 and are subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024.

5. The RSUs vested in full on January 2, 2020 and are subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024.
 6. The RSUs vested in full on January 2, 2019 and are subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024.

accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024. 7. The RSUs vested in full on January 3, 2018 and are subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and

accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024. 8. The RSUs vested in full on January 1, 2018 and are subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and

8. The RSUs vested in full on January 1, 2018 and are subject to a deferral election. On December 23, 2022, the Compensation Committee of the Board of Directors of GXO terminated the deferral and accelerated the payment of the RSUs to as soon as practicable after January 2, 2024 and not later than January 31, 2024.

Remarks:

/s/ Karlis P. Kirsis, Attorney-in-Fact 01/04/2023

** Signature of Reporting Person Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.