

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Ashe Gena L</u>			2. Issuer Name and Ticker or Trading Symbol <u>GXO Logistics, Inc. [ GXO ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2023</u>					
<u>C/O GXO LOGISTICS, INC. TWO AMERICAN LANE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)								
<u>GREENWICH CT 06831</u>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/17/2023		S		2,120 <sup>(1)</sup>	D	\$52.73	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(2)							(3)	(3)	Common Stock	4,453	4,453	D	
Restricted Stock Units	(2)							(4)	(4)	Common Stock	5,260	5,260	D	
Restricted Stock Units	(2)							(5)	(5)	Common Stock	7,145	7,145	D	
Restricted Stock Units	(2)							(6)	(6)	Common Stock	4,554	4,554	D	
Restricted Stock Units	(2)							(7)	(7)	Common Stock	8,730	8,730	D	
Restricted Stock Units	(2)							(8)	(8)	Common Stock	5,972	5,972	D	

**Explanation of Responses:**

- The sale reported in this Form 4 was automatically effected pursuant to a previously executed selling plan dated December 15, 2022, that is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended. The shares were sold for tax and estate planning purposes.
- 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.
- The RSUs shall vest in full on January 3, 2024, subject to the Reporting Person's continued service as a director of GXO.
- 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.
- 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.
- 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.
- 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.
- 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 01/18/2023

\*\* 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.**