FORM 4

Common Stock

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.	C. 20549
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPI	ROVAL
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	Estimated average b	urden
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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).

			or Sec	tion 30(h) of the Inv	estment Com	pany Act of 1940							
1. Name and Address of Reporting Person* SHAFFER OREN				er Name and Ticker Logistics, In			Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) C/O GXO LOG	,	(Middle)	3. Date 01/03/	of Earliest Transact 2023	tion (Month/D	ay/Year)	I	Officer (give title below)	Other below	(specify)			
TWO AMERICAN LANE			4. If Am	nendment, Date of 0	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) GREENWICH	CT	06831					X	Form filed by One Form filed by Mo Person					
(City)	(State)	(Zip)											
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				2A. Deemed Execution Date, if any	3. Transaction Code (Instr.	4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial			

3. Transaction Code (Instr. 8) Form: Direct (D) or Indirect (I) (Instr. 4) of Indirect Beneficial Ownership Beneficially Owned Following (Month/Day/Year) Reported (Instr. 4) (A) or (D) Transaction(s) Code ν Price (Instr. 3 and 4) 31,136 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	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	01/03/2023		A		4,453		(2)	(2)	Common Stock	4,453	\$0	4,453	D	
Restricted Stock Units	(1)							(3)	(3)	Common Stock	2,120		2,120	D	
Restricted Stock Units	(1)							(4)	(4)	Common Stock	3,527		3,527	D	
Restricted Stock Units	(1)							(5)	(5)	Common Stock	5,260		5,260	D	
Restricted Stock Units	(1)							(6)	(6)	Common Stock	7,145		7,145	D	
Restricted Stock Units	(1)							(7)	(7)	Common Stock	4,554		4,554	D	
Restricted Stock Units	(1)							(8)	(8)	Common Stock	8,730		8,730	D	
Restricted Stock Units	(1)							(9)	(9)	Common Stock	14,296		14,296	D	
Restricted Stock Units	(1)							(10)	(10)	Common Stock	9,361		9,361	D	
Restricted Stock Units	(1)							(11)	(11)	Common Stock	5,497		5,497	D	
Restricted Stock Units	(1)							(12)	(12)	Common Stock	5,497		5,497	D	

Explanation of Responses:

- 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 shall vest in full on January 3, 2024, subject to the Reporting Person's continued service as a director of GXO.
- 3. The RSUs vested in full on January 3, 2023 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.
- 4. The RSUs vested in full on January 3, 2022 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 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.
- 6. 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.
- 7. 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.
- 8. 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.
- 9. The RSUs vested in full on January 4, 2017 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.
- 10. The RSUs vested in full on January 2, 2016 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.
- 11. The RSUs vested in full on January 2, 2015 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.
- 12. The RSUs vested in full on December 11, 2013 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, Attorneyin-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.