

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>Colucci Marlene M</u>  (Last) (First) (Middle) <u>C/O GXO LOGISTICS, INC.</u> <u>TWO AMERICAN LANE</u>  (Street) <u>GREENWICH CT 06831</u>  (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2024</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 <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	01/03/2024		M		4,453	A	\$0	7,090	D	
Common Stock	01/03/2024		M		2,120	A	\$0	9,210	D	
Common Stock	01/03/2024		M		3,527	A	\$0	12,737	D	
Common Stock	01/03/2024		M		5,260	A	\$0	17,997	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
Restricted Stock Units	(1)	01/03/2024		M			4,453	(2)	(2)	Common Stock	4,453	\$0	0	D	
Restricted Stock Units	(1)	01/03/2024		M			2,120	(3)	(3)	Common Stock	2,120	\$0	0	D	
Restricted Stock Units	(1)	01/03/2024		M			3,527	(4)	(4)	Common Stock	3,527	\$0	0	D	
Restricted Stock Units	(1)	01/03/2024		M			5,260	(5)	(5)	Common Stock	5,260	\$0	0	D	
Restricted Stock Units	(1)	01/02/2024		A			1,282	(6)	(6)	Common Stock	1,282	\$0	1,282	D	

**Explanation of Responses:**

- 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 vested in full on January 3, 2024.
- The RSUs vested in full on January 3, 2023 and were 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. Pursuant to the terms of the termination of the director deferral, on January 3, 2024 the deferred shares of GXO Common Stock were delivered.
- The RSUs vested in full on January 3, 2022 and were 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. Pursuant to the terms of the termination of the director deferral, on January 3, 2024 the deferred shares of GXO Common Stock were delivered.
- The RSUs vested in full on January 4, 2021 and were 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. Pursuant to the terms of the termination of the director deferral, on January 3, 2024 the deferred shares of GXO Common Stock were delivered.
- The RSUs shall vest in full on January 2, 2025, subject to the Reporting Person's continued service as a director of GXO.

**Remarks:**

/s/ Karlis P. Kirsis, Attorney-in-Fact 01/04/2024

\*\* 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.

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