

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* SHAFFER OREN			2. Issuer Name and Ticker or Trading Symbol GXO Logistics, Inc. [GXO]			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) 01/03/2023			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		
C/O GXO LOGISTICS, INC. TWO AMERICAN LANE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	GREENWICH CT 06831							
(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								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
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:

- 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 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.
- 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

