FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

Name and Address of Reporting Person * Costello William			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner					
C/O HSN,	INC., 1 H	(First) SN DRIVE		3. Date of 1 05/19/20		ransac	tion (M	/onth/Day/	Year)	-	Officer (give title below) Other (specify			(specify below	')
ST. PETEI	RSBURG,	(Street) FL 33729	4	4. If Amen	dment, D	ate Or	iginal F	Filed(Month/I	Day/Year)		X_Form filed by	One Reporting	p Filing(Check Person Reporting Person	Applicable Line)
(City)		(State)	(Zip)			Table	I - Noi	n-Derivativ	ve Securitie	s Acquir	ed, Disposed	of, or Bene	ficially Owne	d	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr	3. Transaction Code (Instr. 8)		4. Securities Acquir (A) or Disposed of (Instr. 3, 4 and 5)					Ownership Form:	7. Nature of Indirect Beneficial Ownership	
				(World B	ray, i car)	Со	de	V Amou	nt (A) or (D)	Price			(or Indirect (Instr. 4) (Instr. 4)	
							in	this form	are not re	equired t	collection of to respond IB control n	unless the		o bee i	474 (9-02)
														o sec i	4/4 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transact	5. No of D	arrant umber erivati irities	quired, s, option 6. I Exp (Mo	this form isplays a , Disposed ons, conver	of, or Beneratible securions	ficially Officially Of	to respond IB control n Dwned and Amount rlying es	8. Price of Derivative Security	9. Number o Derivative Securities	10. Ownersh Form of	11. Natu
Derivative	Conversion or Exercise	Date	3A. Deemed Execution Date, it	4. Transact	5. Notion of D Secution of D Acquior D of (I	umber verivation verivation vispose vispose D) vr. 3, 4,	quired, s, optic 6. I Exp (Mo	this form isplays a , Disposed ons, conver Date Exerci piration Date	of, or Beneratible securions	ralid OM ficially O fities) 7. Title a of Under	to respond IB control n Dwned and Amount rlying es	8. Price of Derivative	9. Number o Derivative Securities Beneficially Owned Following Reported Transaction(10. Ownersh Form of Derivativ Security: Direct (D or Indirect)	11. Naturip of Indire Benefici e Ownersk (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if	4. Transact	5. Notion of D Secution of D Acquior D of (I (Inst	umber verivati urities uired (pisposed D) (pr. 3, 4, 5)	dindindindindindindindindindindindindind	this form isplays a d , Disposed ons, conver Date Exerci piration Dat onth/Day/Y	of, or Beneratible securions	ficially Officially Of	to respond IB control n Dwned and Amount rlying es	8. Price of Derivative Security	9. Number o Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirect	11. Naturip of Indire Benefici e Ownersl (Instr. 4)

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Costello William C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729	X					

Signatures

5/21/2009
Date

Explanation of Responses:

- * 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).
- (1) Represents a grant of HSNI restricted stock units pursuant to HSNI's Second Amended and Restated 2008 Stock and Annual Incentive Plan. The terms of the grant provide for vesting in equal installments over two years on the anniversary of the grant date which was May 19, 2009.
- (2) Vested shares will be delivered shortly after vesting.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.