FORM	4
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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).

(Duint on Tom & D

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

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SEC 1474 (9-02)

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

1. Name and Address of R FOLLO JAMES M	2. Issuer Name and HSN, Inc. [HSN		Fradir	ng Symbo	1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) 1 HSN DRIVE	(First)		3. Date of Earliest Transaction (Month/Day/Year) 05/19/2009						Officer (give title below)Ot	ner (specify belo	ow)
ST. PETERSBURG,		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group FilingCheck Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)			Execution Date, if	3. Transact Code (Instr. 8)	ion	(A) or Disposed of (D)			Owned Following Reported	6. 7. Nature Ownership Form: Beneficial	
			(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	· · · · · · · · · · · · · · · · · · ·	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)

 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 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 control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Numbe	er	6. Date Exercis	sable and	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transac	ion	of Derivative Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect		
Security	or Exercise	(Month/Day/Year)	any	Code			Securities (Month/Day/Year)		Securities Sec		Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired	uired (A) (Inst		(Instr. 3 and 4) (Instr.		(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative					or Dispos	sed				Owned	Security:	(Instr. 4)		
	Security					of (D)								Direct (D)	
						(Instr. 3,	4,						*	or Indirect	
						and 5)					Transaction(s)	(I)			
											Amount		(Instr. 4)	(Instr. 4)	
								D.	.		or				
									Expiration		Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				
										Common					
Restricted										Stock					
Stock	\$ 0	05/19/2009		Α		10,289		05/19/2010	<u>(2)</u>		10,289	\$ 0	18,220	D	
Units (1)										par value					
Cinto										\$0.01					

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
FOLLO JAMES M 1 HSN DRIVE ST. PETERSBURG, FL 33729	Х						

Signatures

/s/ Linda C. Frazier, as attorney-in-fact	05/21/2009
**Signature of Reporting Person	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.