FORM 4

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

OMB APPRO	√AL
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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).

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

(11iiit of Type	Responses)													
1. Name and Address of Reporting Person * MORSE JOHN B JR				2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE			` ′ ′	3. Date of Earliest Transaction (Month/Day/Year) 12/04/2009						Officer (giv	ve title below)	Oth	er (specify belo	ow)
(Street) ST. PETERSBURG, FL 33729				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)			(Zip)	Table I - Non-Derivative Securities Acqu						uired, Disposed of, or Beneficially Owned				
(Instr. 3) Dat		2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	on Date, if	(Instr. 8)	(A) or Disposed		of (D) Owned Follo Transaction(s				6. Ownership Form:	Beneficial	
				(Month/Da	ay/ r ear	Code	V An	(A) continue (D)	((Instr. 3 and 4)			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common S	Stock, par	value \$0.01	12/04/2009			M ⁽¹⁾	26, (1)	179 A	\$ 0 27	,848 (2)			D	
Reminder: Re	eport on a sep	parate line for each	class of securities	beneficially	owned	directly of	Persons containe	d in this fo		required	to respond	d unless the		1474 (9-02)
Reminder: Re	eport on a sep	parate line for each	class of securities	beneficially	owned	directly of	Persons containe	d in this fo	rm are not	required	to respond	d unless the		1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction	Table II -	Derivative (e.g., puts, 4. Transaci	Securi calls, w 5. tion of Se) Ac	ties Acquir arrants, op Number	Persons contained form disp red, Disposo tions, conv 6. Date Ex and Expira (Month/Da	d in this for blays a current of, or Bervertible securercisable tion Date	rm are not rently valid neficially Ov	required I OMB co	to respond ntrol numbers	d unless the	f 10. Owners Form of Derivati Security	11. Natur of Indire Beneficia ve Ownersh : (Instr. 4)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date	Table II - 3A. Deemed Execution Date, i	Derivative (e.g., puts, 4. Transaci	Securi calls, w 5. tion of Se or of (Ir	ties Acquir arrants, op Number Derivative curities quired (A)	Persons contained form disp red, Disposo tions, conv 6. Date Ex and Expira (Month/Da	d in this for blays a current of, or Bervertible securercisable tion Date	rm are not rently valid reficially Ov rities) 7. Title and of Underly Securities	required I OMB co	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially	of 10. Owners Form of Derivati Security Direct (or Indire	11. Natur of Indirect Beneficia ve Ownersh (Instr. 4)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, i	Derivative (e.g., puts, 4. Transaci	Securi calls, w 5. tion of Se or of (Ir	ties Acquir farrants, of Number Derivative curities quired (A) Disposed (D) str. 3, 4, 15)	Persons contained form disp red, Disposo tions, conv 6. Date Ex and Expira (Month/Da	d in this foolays a current of the control of the current of the c	rm are not rently valid reficially Overities) 7. Title and of Underly Securities (Instr. 3 and	required I OMB co	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	of 10. Owners Form of Derivati Security Direct (or Indire	11. Natur of Indire Beneficia Ownersh (Instr. 4)

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

Signatures

/s/ Linda C. Frazier, as attorney-in-fact	12/08/2009
∴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 shares of HSN, Inc. common stock acquired upon the vesting of restricted stock units.
- Represents (i) 26,179 shares of HSN, Inc. common stock and (ii) 1,669 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of this report.
- (3) The terms of the initial award provide that the restricted stock units vest in two equal installments on December 4, 2009 and December 4, 2010.

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.