FORM 4

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

OMB APPROVAL
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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

(Print or Type	Responses)														
1. Name and Address of Reporting Person * SCHMELING JUDY			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						5.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)Director10% Owner					
C/O HSN,	(Last) (First) (Middle) /O HSN, INC., 1 HSN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/06/2010							X Officer (give title below) Other (specify below) EVP & CFO, HSNi				
ST.PETER	RSBURG,	(Street) FL 33729		4. If Amend	ment, I	Oate Origin	nal Filed(Month/Day	y/Year)		X_ Form filed b	y One Reportin	oup Filing(Che g Person e Reporting Perso	**	Line)
(City)	(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu						es Acquire	nired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any	xecution Date, if	(Instr. 8)	(.	4. Securities Acq (A) or Disposed (Instr. 3, 4 and 5)		of (D) Beneficially		Owned Following ransaction(s)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial	
				(Wonth/Day	rear)	Code	V	amount	(A) or (D)	Price	msu. 5 and	3 anu 4)			Ownership (Instr. 4)
Common S		value \$0.01	02/06/2010			M ⁽¹⁾	3	,460	A	\$ 0 1	14,333			D	
Common	Stock, par	value \$0.01	02/06/2010			F ⁽²⁾	1	,079	D	\$ 18.86	13,254 (3)			D	
per share	eport on a se	parate line for ea	ch class of securities	beneficially	owned	directly o	Persor contai	s who	this fo	rm are no		to respon	nd unless th		1474 (9-02)
per share	eport on a se	parate line for ea		beneficially Derivative S			Persor contai form d	s who ned in isplays	this fo	rm are no rently val	ot required lid OMB co	to respon	nd unless th		1474 (9-02)
per share	eport on a se	parate line for ea	Table II -		Securit	ies Acquii	Person contai form d	s who ned in isplays	this for s a cur	rm are no rently val	ot required lid OMB co	to respon	nd unless th		1474 (9-02)
per share Reminder: Re	2. Conversion or Exercise Price of Derivative Security	3. Transaction	Table II - 3A. Deemed Execution Date.	Derivative S (e.g., puts, c) 4. Transact Code	Securitalls, was 5. ion of De Se Ac (A Di of (Ir	ies Acquii arrants, o	Person contai form d	osed of Exercisal ration [this for s a current, or Berble secuble	rm are no rently val neficially (prities)	ot required lid OMB co Owned and Amount lying s and 4)	to respor	9. Number o	f 10. Owners Form o Derivat Security Direct (or Indir	11. National of Indirection of Indir
per share Reminder: Re 1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, any	Derivative S (e.g., puts, c) 4. Transact Code	Securitalls, was 5. ion of De Se Ac (A Di of (Ir	ies Acquintrants, o Number erivative curities equired) or sposed (D) (D) (Str. 3, 4, d) 5)	Persor contai form d red, Disp ptions, c 6. Date I and Exp	ns who ned in isplays osed of, onvertil Exercisa ration I Day/Yea	this for security, or Berble security ble Date aar)	rm are no rently val neficially C rrities) 7. Title ar of Underl Securities	ot required lid OMB co Owned and Amount lying	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	f 10. Owners Form o Derivat Security Direct (or Indir	11. National of Indirection of Indir

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
SCHMELING JUDY C/O HSN, INC. 1 HSN DRIVE ST.PETERSBURG, FL 33729			EVP & CFO, HSNi				

Signatures

/s/ Linda C. Frazier, as attorney-in-fact	02/09/2010
**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. (see footnote 4 below)
- (2) Represents shares of HSN, Inc. common stock withheld to cover the payment of taxes in connection with the vesting of restricted stock units
- (3) Represents (i) 10,569 shares of HSN, Inc. common stock and (ii) 304 shares held by Ms. Schmeling through a 401(K) plan.
- (4) Represents restricted stock units of which 3,460 vested on February 6, 2010 and 3,462 vest on February 6, 2011.

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.