# FORM 4

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

OMB APPR	OVAL
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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

	Responses)														
1. Name and Address of Reporting Person* Attinella Michael			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
C/O HSN,	(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 02/16/2011					_X	X Officer (give title below) Other (specify below)  CAO				
(Street) ST. PETERSBURG, FL 33729			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person						
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu						s Acquired	ired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any	xecution Date, if		(A	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D) Be	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		owing (	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
				(Month/Day/Tear		Code	V A	mount (A	or O)	Price	msu. 3 and 4)		(	or Indirect (I) (Instr. 4)	(Instr. 4)
Common S per share	Stock, par	value \$0.01	02/16/2011			M <sup>(1)</sup>	7	39 A	\$	\$ 0 1,	555		I	)	
Common S per share	Stock, par	value \$0.01	02/16/2011			F <sup>(2)</sup>	2.	2 D	\$ 2	\$ 28.83 1,	313		I	)	
Reminder: Re	eport on a sep	parate line for ea	ach class of securitie	s beneficially o	owned	directly of	Person	s who re				n of inform			1474 (9-02)
Reminder: Ro	eport on a sep	parate line for ea	ch class of securitie	s beneficially o	owned	directly o	Person contair	who res	forn	m are not	required		nd unless th		1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction	Table II -  3A. Deemed Execution Date	Derivative See (e.g., puts, call 4. Transaction Code	curiti ls, wa 5. Nu of De Se Ac (A Di of	des Acquirents, of the curities equired and curities equired and curities equired (D) or sposed (D)	Person contair form di red, Dispe ptions, co	s who resed in this splays a sed of, or nvertible ercisable attion Date	Bene securion S	m are not ently valide	required d OMB co wned Amount	to respond ontrol num	nd unless th	10. Owners Form o Derivat Security Direct ( or Indir	11. Natu of Indire f Benefici Ownersh v: (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	Table II -  3A. Deemed Execution Date ear)	Derivative See (e.g., puts, call 4. Transaction Code	curiti ls, wa 5. Nu of De Se Ac (A Di of (Ir	ies Acquinerants, on imber intervative int	Person contain form di form di form di form di form di form di formation di formati	s who reed in this splays a sed of, or nvertible ercisable tition Date ay/Year)	Bene securi	m are not ently valid eficially Orities) 7. Title and of Underlying Securities	required d OMB co wned Amount	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	Owners Form o Derivat Security Direct ( or Indir	11. Natu of Indire f Benefici Ownersh v: (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	Table II -  3A. Deemed Execution Date ear)	Derivative Sec (e.g., puts, call 4. r, if Transactio Code ear) (Instr. 8)	curiti ls, wa 5. Nu of De Se Ac (A Di of (Ir	ies Acquirents, o umber erivative curities equired o or sposed (D) astr. 3, and 5)	Person contair form di red, Dispetions, co 6. Date Ex and Expir (Month/D	s who reed in this splays a sed of, or nvertible ercisable tition Date ay/Year)	Bene securi	m are not ently valid efficially Orities) 7. Title and of Underlyi Securities (Instr. 3 and	Amount or	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	Owners Form o Derivat Security Direct ( or Indir	11. Natu of Indire f Benefici Ownersh v: (Instr. 4)

### **Reporting Owners**

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Attinella Michael C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729			CAO		

# Signatures

/s/ Linda C. Frazier, as attorney-in-fact	02/17/2011

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 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 restricted stock units of which 789 vested effective February 16, 2011 and 789 vest on February 16, 2012.

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.