

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

☐ Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations may
continue. See
Instruction 1(b).

(Print or Type 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CAO		
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/25/2011					
(Street) ST. PETERSBURG, FL 33729			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	02/25/2011		M		5,234	A	\$ 16.46	6,547	D	
Common Stock, par value \$0.01 per share	02/25/2011		S		5,234	D	\$ 32.07 (1)	1,313	D	
Common Stock, par value \$0.01 per share	02/25/2011		S		1,313	D	\$ 32.07 (1)	0	D	
Common Stock, par value \$0.01 per share	02/28/2011		M		1,807	A	\$ 5.76	1,807	D	
Common Stock, par value \$0.01 per share	02/28/2011		D		1,092	D	\$ 30.45 (2)	715	D	
Common Stock, par value \$0.01 per share	02/28/2011		F(3)		715	D	\$ 30.45	0	D	
Common Stock, par value \$0.01 per share	03/01/2011		M		3,943	A	\$ 5.76	3,943	D	
Common Stock, par value \$0.01 per share	03/01/2011		D		2,385	D	\$ 31.79 (4)	1,558	D	
Common Stock, par value \$0.01 per share	03/01/2011		F(3)		1,558	D	\$ 31.79	0	D	

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. SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to Purchase Common Stock	\$ 16.46	02/25/2011		M		5,234	08/20/2008	01/31/2018	Common Stock, par value \$0.01 per share	5,234	\$ 0	5,234	D	

Stock Appreciation Rights	\$ 5.76	02/28/2011		M			1,807	12/22/2008	12/22/2018	Common Stock, par value \$0.01 per share	1,807	\$ 0	9,693	D	
Stock Appreciation Rights	\$ 5.76	03/01/2011		M			3,943	12/22/2008	12/22/2018	Common Stock, par value \$0.01 per share	3,943	\$ 0	5,750	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		03/01/2011
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) This transaction was executed in multiple trades ranging from \$31.93 to \$32.24. The price above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed in multiple trades ranging from \$29.92 to \$31.29. The price above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) Reflects shares of HSN, Inc. withheld to cover the taxes and exercise price in connection with the exercise of the stock appreciation rights and sale of the resulting shares.

(4) This transaction was executed in multiple trades ranging from \$31.75 to \$31.85. The price above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.