# 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

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 Ty	pe Response	s)																
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) 06/30/2011								_	Office	r (give title belo	ow)	Other (specify	below)
(Street)				4. If	4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line)  _X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
ST. PETI	ERSBURG	G, FL 33729	9											_ 101111 1110	d by More than	One Reporting	CISOII	
(City	)	(State)	(Zip)			Ta	ble I	- Non	-Der	ivative S	Securitie	es Ac	cquir	ed, Dispo	osed of, or I	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execu	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transac Code (Instr. 8)		tion	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		D) H	Reported Transaction		Following	Form:	7. Nature of Indirect Beneficial		
			(Mon				ode	V	(A) (Instr. 3 ar Amount (D) Price		,		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)				
Common \$0.01 per	Stock, pa	r value	06/30/2011				A	(1)	·	129	· ` /	\$ 32.	.92	52,330	(2)		D	
			Table II -					quire	the f	orm dis	splays a	a cui	rrent cially	ly valid		spond unle rol numbe		
Security	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Day any	ate, if	4. Transaction Code (Instr. 8)		5.		ions, convertible sections. Convertible sections and Expiration Date (Month/Day/Year)		7. Title Amou Under Securi (Instr. 4)		nt of lying ities		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owners Form of Derivate Security Direct of India	Beneficial Ownership y: (Instr. 4)	
					Code	v	(A)	(D)	Date Exer		Expiration Date	on T	Γitle	Amount or Number of Shares				

### **Reporting Owners**

	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	07/05/2011
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 share units accrued for the quarter ended June 30, 2011 under the Non-Employee Director Deferred Compensation Plan.
- (2) Represents (i) 49,586 shares of common stock held directly by the reporting person and (ii) 2,744 share units.

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.