FORM 4

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

OMB APPROV	AL						
OMB Number:	3235-0287						
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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

esponses)																		
1. Name and Address of Reporting Person * SCHMELING JUDY					2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE						3. Date of Earliest Transaction (Month/Day/Year) 02/25/2009							X Officer (give title below) Other (specify below) EVP & CFO, HSNi					
(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)					Ta	ble I	- Non-Deri	vativ	e Securities	Acquired, D	red, Disposed of, or Beneficially Owned							
ity		Date	r) any		e, if Code (Instr. 8		(A	(A) or Disposed of (D		D) Owned Transac	Following etion(s)		C F D	wnership orm: B irect (D) O	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code		VA	moun	(A) or	rice			(I)) [
		3A. Deemed Execution Date, if	(e.g., puts, calls, w 4. 5. N Code See ear) (Instr. 8) Acc of I of (5. Numb of Deriva Securities Acquired or Dispo of (D) Instr. 3,	rities Acquire warrants, opt Number f Derivative ecurities cquired (A) r Disposed f (D) nstr. 3, 4,		red, Disposed of, or Beneficially ptions, convertible securities) 6. Date Exercisable and 7. Expiration Date of (Month/Day/Year)		ally Owned				10. Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficia Ownershi (Instr. 4)			
			Code	V	(A)	(D)	Date Exercisable			Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(Instr. 4)				
\$ 4.24	02/25/2009		A	2	26,490		<u>(1)</u>	C	02/25/2019	Stock,	26,490	\$ 0	26,490	D				
\$ 0	02/25/2009		A		13,245		02/25/20	12	(2)	Common Stock, par value \$0.01	13 245	\$ 0	13,245	D				
	BURG, FL ity 2. Conversion or Exercise Price of Derivative Security \$ 4.24	Idress of Reporting Person* G JUDY (First) NC., 1 HSN DRIVE (Street) BURG, FL 33729 (State) ity 2. Conversion or Exercise Price of Derivative Security \$ 4.24 02/25/2009	Idress of Reporting Person G JUDY (First) (NC., 1 HSN DRIVE (Street) BURG, FL 33729 (State) (Zip) ity 2. Transaction Date (Month/Day/Year) ort on a separate line for each class of securities benefits any (Month/Day/Year) Table II - 2. Table II - 2. Conversion or Exercise Price of Derivative Security Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 34. Deemed Execution Date, in any (Month/Day/Year) (Month/Day/Year)	Idress of Reporting Person 2 G JUDY (First) (Middle) (Street) (Street) BURG, FL 33729 (State) (Zip) (Stry 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative (e.g., puts any (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) A Date (Instr. 8) Code \$ 4.24 02/25/2009 A	Idress of Reporting Person - G JUDY (First) (Code V Street) (Street) (Street) (Street) (Street) (Street) (State) (Zip) (State) (Zip) (A. If Amendment 2A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. If Amendment 2A. Deemed Execution Date (e.g., puts, calls any (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year) (Code V \$ 4.24 (Code V)	Idress of Reporting Person* G JUDY (First) (C., 1 HSN DRIVE (Street) (Street) (Street) (State) (Zip) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Issuer Name and Tick HSN, Inc. [HSNI] 3. Date of Earliest Transa 02/25/2009 4. If Amendment, Date O Execution Date, if (any (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warra Execution Date, if (Any (Month/Day/Year)) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A Securities Code (Instr. 8) Code (Instr. 8) Code (Instr. 3, and 5) Code V (A) \$ 4.24 02/25/2009 A 26,490	Code Code	Code V A Code Code V A Code V A Code Cod	Actives of Reporting Person G JUDY Code Code	Code V Amount Code C	According to the college of Reporting Person	Code V Amount Characterist Code V Amount Characterist Code Conversion Date Code Conversion Date Code Conversion Date Code Conversion Code Code Conversion Code Cod	Security Security	A Same A Same	2 Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(\$) to Issuer (Cheek all applicable) Director Cheek all applicable) Director Director Cheek all applicable) Director Director			

Other

Signatures

1 HSN DRIVE

SCHMELING JUDY C/O HSN, INC.

Reporting Owner Name / Address

ST.PETERSBURG, FL 33729

/s/ Linda C. Frazier, as attorney-in-fact	02/27/2009
***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).

Relationships

Officer

EVP & CFO, HSNi

10%

Owner

Director

- (1) The Stock Appreciation Rights vest equally over a three-year period beginning February 25, 2010.
- (2) All of such Restricted Stock Units vest on February 25, 2012. Vested shares will be delivered shortly after vesting.

 $Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, {\it see}\ Instruction\ 6 for procedure.$

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.