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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	DС	20549
rvasiliigion,	D.C.	20040

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	Name and Address of Reporting Person* Kolloway Michael Richard						2. Issuer Name and Ticker or Trading Symbol PARSONS CORP [PSN]									k all app Direc	licable) tor	ing Person(s) to Iss		wner
City (State) (Zip)		•	,	Middle)					st Trans	action (N	/Jonth	/Day/Year)			X		<i>(</i>)	below)		вреспу
Centre C	5875 TR	INITY PAR	RKWAY #300			4. If A	mendi	ment,	, Date o	f Origina	al Filed	d (Month/Day	y/Year)			vidual or	Joint/Grou	p Filing	g (Check A	pplicable
Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended satisfy the affirmative defense conditions of Rule 10b6-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired Disposed of Or See Instruction 10.		EVILLE VA	A 2	20120											X	Form filed by More than One R			•	
Satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	(City)	(Sta	ate) (Zip)		Rul	Rule 10b5-1(c) Transaction Indication													
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or disposed Of (D) (Instr. 4) and (A) or disposed Of (D) (Instr. 3, 4) and 4) 4. Securities Acquired (A) or disposed Of (D) (Instr. 4) and (A) or disposed Of (D) (Instr. 4) 5. Amount of Securities (D) (Instr. 4) and (A) or disposed Of (D) (Instr. 4) 5. Amount of Securities (D) (Instr. 4) 5. Amount of Security (Instr. 3) 5. Amount of Security (Instr. 4) 5. Amount of Sec		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.															nded to			
Date (Month/Day/Year) Execution Date		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Common Stock	Date				Date	ay/Year) if a		Execution Date, if any		Transaction Di Code (Instr. 5)		Disposed O	Disposed Of (D) (Instr. 3, 4			Securities Beneficially Owned Following		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership
Common Stock										Code	v	Amount		r _{Pri}	ice	Transa	ction(s)			(instr. 4)
Common Stock 03/04/2023 F 621 D \$45.41 77,155(1) D	Common	Stock			02/28/2	2023				F		885	D	\$4	45.03	78,	,740 ⁽¹⁾		D	
Common Stock O2/26/2024 F 873 D \$80.54 76,282(1) D Common Stock O2/28/2024 F 1,239 D \$81.17 75,043(1) D Common Stock O3/01/2024 F 1,451 D \$80.82 73,592 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Securities Securities (Instr. 3) Derivative Securities (Month/Day/Year) 3. Transaction Date Execution Date (Month/Day/Year) (Instr. 3) D \$80.82 73,592 D Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (Month/Day/Year) Ownership Securities (Month/Day/Year) Ownership Securities	Common	Stock			03/01/2	2023				F		964	D	\$4	44.88	77,	776(1)		D	
Common Stock O2/28/2024 F 1,239 D \$81.17 75,043(1) D	Common	Stock			03/04/2	2023)23					621	D	\$4	45.41	5.41 77,155 ⁽¹⁾		D		
Common Stock 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) 1. Title of Derivative Security Security Security Security Security Security Securities Acquired (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Oberivative Securities	Common	Stock			02/26/2	2024)24					873	D	\$8	80.54	54 76 ,282 ⁽¹⁾		D		
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 Security Securities (Month/Day/Year) 3. Transaction Date (Securities Acquired Derivative Securities Acquired (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Securities Underlying Derivative Securities Underlying Derivative Securities (Instr. 4) 8. Price of Derivative Securities Securities Underlying Derivative Securities Securities (Instr. 4) 8. Price of Derivative Securities Securities Underlying Derivative Securities Securities (Instr. 4) 8. Price of Derivative Securities Securities Underlying Derivative Securities (Instr. 5) 8. Price of Derivative Securities Securities Underlying Derivative Securities Securities (Instr. 4) 8. Price of Derivative Securities Securities Underlying Underlying Underlying Underlying Underlying Derivative Securities Securities (Instr. 4) 8. Price of Derivative Securities Securities Underlying Und	Common	Stock			02/28/2	2024)24			F		1,239	D	\$8	31.17 75		,043(1)		D	
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 Security (Security Security Secu	Common	Stock			03/01/2	2024	24			F		1,451	D	\$8	80.82	73,592		D		
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security Securit	Common Stock														5,79	3.1195			By ESOP	
Derivative Security (Instr. 3) In the security (Instr. 3) In the security (Instr. 3) Date (Month/Day/Year) In the security (Instr. 3) Date (Month/Day/Year) In the security (Instr. 3) Date (Month/Day/Year) In the security (Month/Day/Year) Date (Month/Day/Year) In the security (Month/Day/Year) Date (Month/Day/Year) Securities (Month/Day/Year) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Ownership Form: Direct (D) Owned Following Reported (A) or Disposed of (D) (Instr. 3, 4) Derivative Security (Instr. 4)																				
Amount or Number	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execut if any	ion Date,	Transac Code (I	nction of Derivative Securities Acquired (A) or Disposed of (D)		Expiration Da		ite ear)	Amount of Securities Underlying Derivative Security (Insi 3 and 4)		Derivative Security (Instr. 5)		derivative Securities Beneficiall Owned Following Reported Transactio	y [0	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

1. The Reporting Person's prior Forms 4 did not reflect the withholding transactions reported herein. The amounts in Column 5 reflect the number of shares of Common Stock beneficially owned as of the date hereof after giving effect to the transactions reported herein.

Remarks:

Chief Legal Officer and Secretary

/s/ Michael R. Kolloway

03/05/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * 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).

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

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 Number.