STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
   Smith Carey A.
   (Last) (First) (Middle)
   PARSONS CORPORATION
   5875 TRINITY PARKWAY #300
   CENTREVILLE VA 20120
   (Street) (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
   PARSONS CORP [ PSN ]

3. Date of Earliest Transaction (Month/Day/Year)
   12/31/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   Director
   President & COO

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/31/2019</td>
<td></td>
<td>M</td>
<td>5,556 A</td>
<td>5,556 D</td>
<td></td>
<td>By ESOP</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/31/2019</td>
<td></td>
<td>M</td>
<td>114,387 A</td>
<td>119,943 D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/31/2019</td>
<td></td>
<td>D</td>
<td>114,387 D</td>
<td>5,556 D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit</td>
<td>(2)</td>
<td>12/31/2019</td>
<td></td>
<td>M</td>
<td>5,556 (2)</td>
<td>03/15/2022</td>
<td>Common Stock</td>
<td>$0.00</td>
<td>11,112 D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock</td>
<td>(1)</td>
<td>12/31/2019</td>
<td></td>
<td>M</td>
<td>13,263 (1)</td>
<td>03/15/2020</td>
<td>Common Stock</td>
<td>$0.00</td>
<td>0 D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock</td>
<td>(1)</td>
<td>12/31/2019</td>
<td></td>
<td>M</td>
<td>101,124 (1)</td>
<td>03/15/2020</td>
<td>Common Stock</td>
<td>$0.00</td>
<td>0 D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanations of Responses:
1. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock. The value of the phantom stock will be determined based on the Issuer's share price at the time of payment.
2. Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's common stock. Following the transaction reported herein, the remaining Restricted Stock Units subject to this award will vest in two equal annual installments on December 31, 2020 and December 31, 2021, subject to the Reporting Person's continued employment with Issuer on each such vesting date.
3. This award vested in full on December 31, 2019 and will be paid in cash in the first quarter of 2020.

Remarks:
All share numbers reported in this Form 4 reflect a 3-for-1 stock dividend effected by the Issuer in connection with the closing of its initial public offering, which was exempt from reporting pursuant to Rule 16a-9.

/s/ Michael R. Kolloway, as attorney-in-fact 01/03/2020
** 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).
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.