FORM 4

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Nashington.	D.C. 20549	
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Check this box if no longer subject	STATEMENT OF CHANGES IN BENEFICIAL	<b>OWNERSHIP</b>
to Section 16. Form 4 or Form 5		

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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.					2. Issuer Name and Ticker or Trading Symbol PARSONS CORP [ PSN ]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Silliui	carty A.													X	Direc	tor		10% Ov	vner	
(Last)	(Fir	st) (N	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/27/2024							X	Office below	er (give title /)		Other (s	specify			
PARSON	NS CORPO	RATION		02/27/2024										Presider	ıt &	CEO				
5875 TR	INITY PAR	2KWAY #300			4. If Amendment, Date of Original Filed (Month/Day/Yea							y/Year)	)	Individual or Joint/Group Filing (Check Applicable Line)						
(Street)													l ′	X Form filed by One Reporting Person						
	EVILLE VA	A 2	20120												Form Perso		re tha	an One Repo	orting	
(City)	(Sta	ate) (Z	Zip)		Rule 10b5-1(c) Transaction Indication															
					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.															
		Table	I - No	n-Deriva	tive \$	Secu	rities	Acc	uired	, Dis	posed of	, or B	Benef	iciall	y Own	ed				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da			Execution D		ate,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			Sand Securities Beneficial Owned Fo		es For ially (D) Following (I) (		m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership				
									Code	v	Amount	(A) (D)	or P	rice		ted action(s) 3 and 4)			(Instr. 4)	
Common Stock 02			02/27/2	2024				A		82,934(1)	A	, ,	60.00	00 401,195(2)			D			
Common	Stock			02/27/2	024				F		37,404	D	\$	80.54	36	363,791 D				
Common	Stock														4,723.9866 I By ESOF				By ESOP	
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative Conversion or Exercise (Instr. 3)  2. Conversion Date (Month/Day/Year)  Security  3. Transaction Date Execution Date, if any (Month/Day/Year)			tion Date,	4. Transaction Code (Instr. 8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr	rities lired r osed ) : 3, 4	6. Date Expirat (Month	tion D	ate Amo (ear) Secu Und Deri Secu		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Price of erivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	,	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
		Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amou or Numb of Share	er									

## **Explanation of Responses:**

1. On March 1, 2021, the reporting person was granted an award of performance stock units (PSUs), which vest in the form of common stock based upon the Issuer's performance against certain strategic objective goals. On February 27, 2024, the Compensation Committee of the Issuer's Board of Directors determined that the strategic objective goals had been met, resulting in the vesting of these shares.

2. Includes 519 shares of common stock automatically purchased on behalf of the reporting person pursuant to the terms of the Parsons Employee Stock Purchase Plan.

/s/ Michael R. Kolloway, as attorney-in-fact

02/29/2024

\*\* 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.