

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Smith Carey A.</u> (Last) (First) (Middle) PARSONS CORPORATION 5875 TRINITY PARKWAY #300 (Street) CENTREVILLE VA 20120 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PARSONS CORP [PSN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ President & COO
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2020		M		5,556	A	\$0.00	16,106	D	
Common Stock	12/31/2020		F		2,506	D	\$36.41	13,600	D	
Common Stock	12/31/2020		M		110,526	A	(1)	124,126	D	
Common Stock	12/31/2020		D		12,267	D	\$33.68	111,859	D	
Common Stock	12/31/2020		D		98,259	D	\$11.01	13,600	D	
Common Stock								1,869	I	By ESOP

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 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 Exercisable	Expiration Date						Title
Restricted Stock Unit	(2)	12/31/2020		M			5,556	(2)	03/15/2022	Common Stock	5,556	\$0.00	5,556	D	
Phantom Stock	(1)	12/31/2020		M			12,267	(3)	03/15/2021	Common Stock	12,267	\$0.00	0	D	
Phantom Stock	(1)	12/31/2020		M			98,259	(3)	03/15/2021	Common Stock	98,259	\$0.00	0	D	

Explanation of Responses:

- 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.
- 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 one equal annual installment on December 31, 2021, subject to the Reporting Person's continued employment with Issuer on each such vesting date.
- This award vested in full on December 31, 2020 and will be paid in cash in the first quarter of 2021.

Remarks:

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

01/05/2021

** 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.