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

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

3. Date of Earliest Transaction (Month/Day/Year)  
   03/05/2020  

5. Relationship of Reporting Person(s) to Issuer  
   (Check all applicable)  
   X Director  
   X Officer (give title below)  
   **Chief Operating Officer**  
   10% Owner  
   Other (specify below)  

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

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

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### 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. 8)</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>Restricted Stock Unit</td>
<td>03/05/2020</td>
<td></td>
<td>A</td>
<td>14,651 (A)</td>
<td>14,651 (D)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<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. 8)</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>03/05/2020</td>
<td></td>
<td>A</td>
<td>14,651 (A)</td>
<td>14,651 (D)</td>
<td>Common Stock 14,651</td>
<td>$0.00</td>
<td>14,651 (D)</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
2. The restricted stock units vest in three equal annual installments and have no expiration date.

**Remarks:**

// Michael R. Kolloway, as attorney-in-fact 03/09/2020

**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.