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

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director
   10% Owner
   Officer (give title below)
   X President & COO

3. Date of Earliest Transaction (Month/Day/Year)
   12/15/2020

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>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/15/2020</td>
<td>M</td>
<td>24,999</td>
<td>35,549</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/15/2020</td>
<td>D</td>
<td>24,999</td>
<td>10,550</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>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td></td>
<td>12/15/2020</td>
<td>M</td>
<td>24,999</td>
</tr>
</tbody>
</table>

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

Explanation of Responses:
1. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock, determined based on the Issuer's share price at the time of payment.

Remarks:

/s/ Michael R. Kolloway, as attorney-in-fact 12/17/2020
** 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.