FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Vashington,	DС	20549	
vasimigton,	D.O.	20040	

washington, D.C. 20549	

OMB APPR	OVAL				
OMB Number:	3235-0287				
Estimated average bu	rden				
hours per response:	0.5				

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

1. Name and Address of Reporting Person* Smith Carey A. (Last) (First) (Middle) PARSONS CORPORATION 5875 TRINITY PARKWAY #300 (Street) CENTREVILLE VA 20120				2. Issuer Name and Ticker or Trading Symbol PARSONS CORP [PSN] 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2022 4. If Amendment, Date of Original Filed (Month/Day/Year)									S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director																											
(518	ate) (a	∠ip)			Check th	nis box	to indic	ate that	a trans	action was ma	ade pur	suant to			uction or writt	en plan that is in	tended to																							
	Table	. I. No	n Doriva																																					
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any		3. 4. Securitie		ies Acquired (A) or			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)																										
								Code	v	Amount	(A) o	Pric	е	Transa	ction(s)		(iiisti. 4)																							
Stock			06/30/2	2022				F		3,529	D	\$4	0.42	360	,262(1)	D																								
Stock			02/28/2	2023				F		1,720	D	\$4	5.03	358	,542(1)	D																								
Stock			03/01/2023		23		F		5,379	D	\$4	4.88	353,163(1)		D																									
Stock			03/04/2023		:023)23		023		023)23				123)23		23		23			F		2,204	D \$45	5.41 350	350	0,959(1)	D	
Stock			06/30/2	2023				F		3,529	D	\$4	8.14	347	,430(1)	D																								
Stock			02/26/2	2024	24		F		5,269	D	\$8	30.54 342		,161 ⁽¹⁾	D																									
Stock			02/28/2	.024		F		2,582	D	\$8	0.17	339	,579(1)	D																										
Stock			03/01/2	03/01/2024		.024		F		7,815	D	\$8	80.82 33		331,764																									
Stock														4,72	3.9866	I	By ESOP																							
	Та	ble II -												Owned	t																									
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execut if any	emed ion Date,	4. Transaci Code (In		5. Nu of Deriv Secu Acqu (A) of Dispo of (D)	mber rative rities ired r osed)	6. Date Expirati (Month/	Exerc ion Da	isable and te ear)	7. Title Amou Securi Under Deriva Securi	e and nt of ities lying litive ity (Instr 4)	8. F Der Sec (Ins	ivative curity	derivative Securities Beneficially Owned Following Reported	Ownersh Form: y Direct (D) or Indirec (I) (Instr.	Beneficial Ownership (Instr. 4)																							
	Stock	Table Security (Instr. 3) Stock	Table I - No Security (Instr. 3) Stock St	Table I - Non-Derivation Stock 1	Rul	Check tt Security (Instr. 3) Check tt Security (Instr. 4) Check tt Security (Instr. 4)	Check this box satisfy the affin Check this box satisfy the affin	Rule 10b5-1(c) Check this box to indic satisfy the affirmative of security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Dee	Rule 10b5-1(c) Tran Check this box to indicate that satisfy the affirmative defense of the the affirma	Rule 10b5-1(c) Transaction Check this box to indicate that a transsatisfy the affirmative defense condition Code Instrumental part Instrumental part Code Instrumental part Code Instrumental part Code Instrumental part Code Instrumental part Instrumental part Code Instrumental part Code Instrumental part Code Instrumental part Code Instrumental part Instrumental part Code In	Rule 10b5-1(c) Transaction India Check this box to indicate that a transaction was ms satisfy the affirmative defense conditions of Rule 10 Table I - Non-Derivative Securities Acquired, Disposed of, code V	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pur salisfy the affirmative defense conditions of Rule 10b5-1(c)	Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction between the atransaction and the pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction and the pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction and the pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction and the pursuant to indication. Check this box to indicate that a transaction and affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction and pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction and pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See institute that a transaction and a tran	Rule 10b5-1(c) Transaction Indication	Rule 10b5-1(c) Transaction Indication Calcon Calcon	Rule 10b5-1(c) Transaction Indication Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or write satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 varies satisfy the affirmative defense conditions of Rule 10b5-1(c). See Units and Securities Securities Securities and Security (Instr. 3). Security (Instr. 4). Security (Instr. 4)	Rule 10b5-1(c) Transaction Indication																							

Explanation of Responses:

1. The Reporting Person's prior Forms 4 did not reflect the withholding transactions reported herein. The amounts in Column 5 reflect the number of shares of Common Stock beneficially owned as of the date hereof after giving effect to the transactions reported herein.

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

03/05/2024

** Signature of Reporting Person

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

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.

^{*} 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).