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
   Vautrinot Suzanne M
   (Last) (First) (Middle)
   PARSONS CORPORATION
   5875 TRINITY PARKWAY #300
   CENTREVILLE VA 20120

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

3. Date of Earliest Transaction (Month/Day/Year)
   10/01/2019

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

5. Relationship of Reporting Person(s) to Issuer
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

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

1. Title of Security (Instr. 3)
   Restricted Stock Units

2. Transaction Date (Month/Day/Year)
   10/01/2019

3. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)
   A

5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
   A

6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
   1,123

7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
   D

8. Nature of Indirect Beneficial Ownership (Instr. 4)
   Code V (A)

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)
   None

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (Month/Day/Year)

4. Deemed Execution Date, if any (Month/Day/Year)

5. Transaction Code (Instr. 8)

6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
   1,123

7. Transaction Date (Month/Day/Year)

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
   1,123

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
    D

11. Nature of Indirect Beneficial Ownership (Instr. 4)
    Code V (A)

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 will vest on September 30, 2020. Vested shares will be delivered pursuant to the terms and conditions set forth in the applicable grant notice for such restricted stock units.

Remarks:
/s/ Michael R. Kolloway, as attorney-in-fact
10/01/2019
** 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.