1. Name and Address of Reporting Person
   Holdsworth Mark Keith

   (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
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

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

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>1. 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 Units</td>
<td>10/01/2019</td>
<td>A</td>
<td>1,123</td>
<td>(A)</td>
<td>1,123</td>
<td>D</td>
<td>Code: V</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 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**

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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.