**SEC Form 4**

**UNIVERSAL STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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

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1. Name and Address of Reporting Person

LEER STEVEN F

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)

07/15/2019

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

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5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director

10% Owner

Officer (give title below)

Other (specify below)

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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>07/15/2019</td>
<td>A</td>
<td>1,228</td>
<td>(2)</td>
<td>(2)</td>
<td>Common Stock</td>
<td>1,228</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. 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 Units</td>
<td>(1)</td>
<td>07/15/2019</td>
<td>A</td>
<td>1,228</td>
<td>(2)</td>
<td>(2)</td>
<td>Common Stock</td>
<td>1,228</td>
<td>$0.00</td>
<td>1,228</td>
<td>D</td>
</tr>
</tbody>
</table>

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**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 June 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 07/17/2019

**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.