

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Taylor Adam Worthington</u> (Last) (First) (Middle) PARSONS CORPORATION 5875 TRINITY PARKWAY #300 (Street) CENTREVILLE VA 20120 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PARSONS CORP [PSN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2019		M		8,823	A	(1)	8,823	D	
Common Stock	05/14/2019		D		8,823	D	\$30.35 ⁽²⁾	0	D	
Common Stock								789 ⁽³⁾	I	See Footnote ⁽⁴⁾

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	(1)	05/14/2019		M			8,823 ⁽³⁾	(5)	(5)	Common Stock	8,823	\$0.00	12,576	D	

Explanation of Responses:

- Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock. The value of the phantom stock will be determined based on the Issuer's share price at the time of payment.
- Represents the weighted average trading price of the Issuer's common stock for the period May 8, 2019 through May 14, 2019.
- On April 15, 2019, Issuer's board of directors declared a common stock dividend, payable to all holders of record of common stock on May 9, 2019, of two shares of common stock for every one share of common stock outstanding, conditioned upon the closing of Issuer's initial public offering. The share numbers in this Form 4 reflect the payment of this dividend.
- Consists of shares of common stock beneficially owned by the Reporting Person through Issuer's Employee Stock Ownership Plan, rounded to the nearest whole share.
- Following the transaction reported herein, this award will vest in two installments, with 6,177 shares of phantom stock vesting on May 14, 2020, and 6,399 shares of phantom stock vesting on May 14, 2021, subject to the Reporting Person's continued employment with Issuer on each such vesting date. The award will be paid in cash.

Remarks:

Chief Transformation and Administrative Officer

/s/ Michael R. Kolloway, as
Attorney-in-Fact for Adam W. Taylor 05/16/2019

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.