Statement of Changes in Beneficial Ownership

1. Name and Address of Reporting Person
   Taylor Adam Worthington

2. Issuer Name and Ticker or Trading Symbol
   Parsons Corp [ PSN ]

3. Date of Earliest Transaction (Month/Day/Year)
   05/14/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)
   05/14/2019

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   10% Owner
   Other (specify below)

See Remarks

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>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>Common Stock</td>
<td>05/14/2019</td>
<td></td>
<td>M</td>
<td>8,823</td>
<td>8,823</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/14/2019</td>
<td></td>
<td>D</td>
<td>8,823</td>
<td>$30.35</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>I</td>
<td>See Footnote(4)</td>
</tr>
</tbody>
</table>

Footnote:
(3) Amount includes phantom stock shares issuable upon vesting of restricted stock units. All shares of phantom stock would vest on May 14, 2020, and 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.

(4) See Remarks

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion 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. 3 and 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>Phantom Stock</td>
<td>(1)</td>
<td>05/14/2019</td>
<td></td>
<td>M</td>
<td>8,823</td>
<td>(i)</td>
<td>(i)</td>
<td></td>
<td>(i)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Common Stock</td>
<td>$0.00</td>
<td>12,576</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. 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.
3. 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.
4. 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.
5. 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)(ii).
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.