

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	
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1. Name and Address of Reporting Person* <u>Ball George L.</u> _____ (Last) (First) (Middle) <u>PARSONS CORPORATION</u> <u>5875 TRINITY PARKWAY, SUITE 300</u> _____ (Street) <u>CENTREVILLE VA 20120</u> _____ (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) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/09/2019		P		25,000	A	\$29.399 ⁽¹⁾	25,000	I	By Family Trust ⁽²⁾
Common Stock								58,113 ⁽³⁾	I	By ESOP ⁽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)		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)					

Explanation of Responses:

- The transaction was executed in multiple trades in prices ranging from \$29.35 to \$29.40, inclusive. The price reported in Column 4 above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- These shares are held by George L. and Coleen M. Ball, Trustees of the George L. and Coleen M. Ball Family Trust UA 01-18-2005 (the "Trust"). Mr. Ball has shared voting, investment and dispositive power over the shares held by the Trust.
- 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. As a result, Reporting Person's account under the Parsons Corporation Employee Stock Ownership Plan (the "ESOP") was credited with an additional 38,742 shares of common stock on May 10, 2019, the date of the closing of Issuer's initial public offering.
- Consists of shares of common stock beneficially owned by such person through Issuer's ESOP, rounded to the nearest whole share. Reporting Person shares voting and investment power with the ESOP with respect to such shares beneficially owned through the ESOP. For the avoidance of doubt, all of the share numbers and prices per share in this report reflect the stock dividend effected by Issuer in connection with the closing of its initial public offering.

Remarks:

/s/ Michael R. Kolloway 05/13/2019

** 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.