

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Gonzalez Luis Gerardo Jr.</u> (Last) (First) (Middle) <u>2244 WESTCHESTER AVENUE</u> (Street) <u>BRONX NY 10462</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ponce Financial Group, Inc. [PDLB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/04/2025		A		5,000 ⁽¹⁾	A	\$0	25,252 ⁽²⁾	D	
Common Stock								2,919 ⁽³⁾	I	By ESOP

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	Amount or Number of Shares				
Non-Premium Stock Options	\$13.31	02/04/2025		A		20,000 ⁽⁴⁾		02/04/2026	02/03/2035	Common Stock	20,000	\$13.31	20,000	D	
Premium Stock Options	\$10.33							12/07/2024	12/06/2033	Common Stock	5,000		5,000	D	
Premium Stock Options	\$10.52							12/07/2025	12/06/2033	Common Stock	5,000		5,000	D	
Premium Stock Options	\$10.7							12/07/2026	12/06/2033	Common Stock	5,000		5,000	D	
Premium Stock Options	\$10.89							12/07/2027	12/06/2033	Common Stock	5,000		5,000	D	
Premium Stock Options	\$11.08							12/07/2028	12/06/2033	Common Stock	5,000		5,000	D	
Stock Options	\$10.44							04/01/2023	03/31/2032	Common Stock	23,718 ⁽⁵⁾		23,718 ⁽⁵⁾	D	

Explanation of Responses:

- Shares of restricted stock units vest annually at a rate of 20% per year commencing on February 4, 2026 and were granted for no consideration.
- Includes 14,667 shares of previously awarded restricted stock units, of which 3,667 shares vest on December 4, 2025, 3,666 shares vest on December 4, 2026, 3,667 shares vest on December 4, 2027 and 3,667 vest on December 4, 2028.
- Reflects ESOP allocations and dispositions that have occurred since the date of the reporting person's last ownership report
- Non-Premium Stock Options vest annually at a rate of 20% per year commencing on February 4, 2026
- Stock Options vest annually at a rate of 20% per year commencing on April 1, 2023.

/s/Megan Foscaldi, as attorney 02/06/2025
in fact

** 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.

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