SEC Form 4

FORM 4

UNITED 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

1. Name and Address of Reporting Person* NAUDON CARLOS P	2. Issuer Name **and** Ticker or Trading Symbol Ponce Financial Group, Inc. [PDLB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)

2244 WESTCHESTER AVE

(Street)

BRONX   NY   10462

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2023

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

X	Director	10% Owner
X	Officer (give title below)	Other (specify below)

President & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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								247,267[1][2]	D	
Common Stock	02/03/2023		P		5,000	A	$9.3947	57,159	I	By IRA
Common Stock	02/03/2023		P		10,000	A	$9.4207	67,159	I	By IRA
Common Stock								20,000	I	By Banking Spectrum
Common Stock								9,405	I[3]	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				

Explanation of Responses:

1. Includes 16,277 shares of restricted stock units vest annually at a rate of 33.33% per year commencing on April 1, 2023.
2. Includes 41,473 shares of restricted stock units vest on December 4, 2023.
3. Reflects ESOP allocations and dispositions that have occurred since the date of the reporting person's last ownership report.

Remarks:

/s/Frank Perez, as attorney in fact   02/06/2023

** Signature of Reporting Person   Date