

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>NAUDON CARLOS P</u> (Last) (First) (Middle) 2244 WESTCHESTER AVENUE (Street) BRONX NY 10462 (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 checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2023		A		211,476 ⁽¹⁾	A	\$10.33	458,743 ⁽²⁾	D	
Common Stock								89,869	I	By IRA
Common Stock								20,000	I	By Banking Spectrum Inc.
Common Stock								12,767 ⁽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
Premium Stock Options	\$10.33	12/07/2023		A		24,000		12/07/2024	12/06/2033	Common Stock	24,000	\$10.33	24,000	D	
Premium Stock Options	\$10.52	12/07/2023		A		24,000		12/07/2025	12/06/2033	Common Stock	24,000	\$10.52	48,000	D	
Premium Stock Options	\$10.7	12/07/2023		A		24,000		12/07/2026	12/06/2033	Common Stock	24,000	\$10.7	72,000	D	
Premium Stock Options	\$10.89	12/07/2023		A		24,000		12/07/2027	12/06/2033	Common Stock	24,000	\$10.89	96,000	D	
Premium Stock Options	\$11.08	12/07/2023		A		24,000		12/07/2028	12/06/2033	Common Stock	24,000	\$11.08	120,000	D	
Stock Options	\$9.15							12/04/2019	12/03/2028	Common Stock	62,209 ⁽⁴⁾		62,209 ⁽⁴⁾	D	

Explanation of Responses:

- Shares of restricted stock units vest annually at a rate of 20% per year commencing on December 7, 2024.
- Includes 10,852 shares of restricted stock units, of which 5,425 shares vest on April 1, 2024 and 5,427 shares vest on April 1, 2025.
- Reflects ESOP allocations and dispositions that have occurred since the date of the reporting person's last ownership report
- Stock Options vest annually at a rate of 20% per year commencing on December 4, 2019

/s/Frank Perez, as attorney in fact

12/11/2023

** 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.

