SEC Form 4

FORM 4

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

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[*] Marquez Madeline V. (Last) (First) (Middle) 2244 WESTCHESTER AVENUE (Street) BRONX NY 10462 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Ponce Financial Group, Inc. [PDLB] 3. Date of Earliest Transaction (Month/Day/Year) 12/07/2023 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) **Chief External Affairs Officer** 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

☐ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2023		A		1,666[(1)]	A	$10.33	4,170	D	
Common Stock								5,819[(2)]	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				
Premium Stock Options	$10.33	12/07/2023		A		1,000		12/07/2024	12/06/2033	Common Stock	1,000	$10.33	1,000	D	
Premium Stock Options	$10.52	12/07/2023		A		1,000		12/07/2025	12/06/2033	Common Stock	1,000	$10.52	2,000	D	
Premium Stock Options	$10.7	12/07/2023		A		1,000		12/07/2026	12/06/2033	Common Stock	1,000	$10.7	3,000	D	
Premium Stock Options	$10.89	12/07/2023		A		1,000		12/07/2027	12/06/2033	Common Stock	1,000	$10.89	4,000	D	
Premium Stock Options	$11.08	12/07/2023		A		1,000		12/07/2028	12/06/2033	Common Stock	1,000	$11.08	5,000	D	

Explanation of Responses:

1. Shares of restricted stock units vest annually at a rate of 20% per year commencing on December 7, 2024.

2. Reflects ESOP allocations and dispositions that have occurred since the date of the reporting person's last ownership report

/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.