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NOKIA CORP  
Form 11-K  
July 14, 2006

As filed with the Securities and Exchange Commission on July 14, 2006  
Registration No. 001-13202

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
for the fiscal year ended December 31, 2005  
OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
for the transition period from        to

Commission File Number: 1-13202

A. Full title of the plan and the address of the plan, if different from  
that of the issuer named below:

Nokia Retirement Savings and Investment Plan  
Nokia Inc.  
6000 Connection Drive  
Irving, Texas 75039

B. Name of issuer of the securities held pursuant to the plan and the  
address of its principal executive office:

Nokia Corporation  
Keilalahdentie 4, P.O. Box 226  
FIN-00045 NOKIA GROUP  
Espoo, Finland

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Nokia Retirement Savings and Investment Plan

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Nokia Retirement Savings  
and Investment Plan (As  
Amended and Restated 2004)

Report on Audit of Financial Statements and  
Supplemental Schedule  
December 31, 2005 and 2004

Nokia Retirement Savings and Investment Plan  
(As Amended and Restated 2004)  
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Note: Other schedules required by section 2520-103.10 of the Department of  
Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been  
omitted because they are not applicable.

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Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of  
Nokia Retirement Savings and Investment Plan (As Amended and Restated 2004)

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Nokia Retirement Savings and Investment Plan (as Amended and Restated 2004) (the "Plan") at December 31, 2005 and 2004, and the changes in net assets available for benefits for the year ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

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Dallas, Texas USA  
July 14, 2006

Nokia Retirement Savings and Investment Plan  
(As Amended and Restated 2004)  
Statements of Net Assets Available for Benefits  
December 31, 2005 and 2004  
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-----  
2005

-----  
2004

Assets

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|                                   |               |               |
|-----------------------------------|---------------|---------------|
| Investments, at fair value        | \$490,768,684 | \$401,348,744 |
| Receivables                       |               |               |
| Employer contributions            | 12,255,610    | 11,712,774    |
| Participant contributions         | 1,793,695     | 1,632,363     |
|                                   | -----         | -----         |
| Total Assets                      | 504,817,989   | 414,693,881   |
| Liabilities                       |               |               |
| Accrued expenses                  | 76,964        | 119,366       |
|                                   | -----         | -----         |
| Net assets available for benefits | \$504,741,025 | \$414,574,515 |
|                                   | =====         | =====         |

The accompanying notes are an integral part of these financial statements.

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Nokia Retirement Savings and Investment Plan  
(As Amended and Restated 2004)  
Statement of Changes in Net Assets Available for Benefits  
For the Year Ended December 31, 2005

|   |    |              |
|---|----|--------------|
| Investment income                             |    |              |
| Net appreciation in fair value of investments | \$ | 30,212,530   |
| Dividend and interest income                  |    | 15,183,365   |
|   |    | -----        |
|   |    | 45,395,895   |
|   |    | -----        |
| Contributions                                 |    |              |
| Employer                                      |    | 44,807,499   |
| Participant                                   |    | 43,402,673   |
| Rollovers                                     |    | 2,650,545    |
|   |    | -----        |
|   |    | 90,860,717   |
|   |    | -----        |
| Deductions                                    |    |              |
| Benefit payments and withdrawals              |    | (45,378,408) |
| Administrative expenses                       |    | (711,694)    |
|   |    | -----        |
| Total deductions                              |    | (46,090,102) |
|   |    | -----        |

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|   |                |
|---|----------------|
| Increase in net assets available for benefits | 90,166,510     |
| Net assets available for benefits             |                |
| Beginning of year                             | 414,574,515    |
|   | -----          |
| End of year                                   | \$ 504,741,025 |
|   | =====          |

The accompanying notes are an integral part of these financial statements.

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Nokia Retirement Savings and Investment Plan  
(As Amended and Restated 2004)  
Notes to Financial Statements

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1. Description of Plan

The following description of the Nokia Retirement Savings and Investment Plan (as Amended and Restated 2004) (the "Plan") provides only general information. More complete information regarding items such as eligibility requirements, vesting and benefit provisions may be found in the summary plan description, which has been distributed to all Plan participants, and also in the Plan document, which is available to all Plan participants upon request.

General

The Plan is a defined contribution plan that covers eligible employees of Nokia Inc. (the "Company" or "Nokia"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

The Plan administrator, Nokia, retains responsibility for oversight of the Plan and the Plan's day-to-day administration.

The Plan changed both record keeper and trustee as of April 1, 2005.

Eligibility

Employees are eligible to participate in the Plan after completing one hour of service and attaining age 18; however, individuals identified as interns and cooperatives in the payroll system are not eligible to participate in the Plan.

Contributions

Participant contributions take the form of before-tax contributions and are deferred from federal income taxes. The Plan does not allow for voluntary after-tax contributions for employees working in the United States. Voluntary after-tax contributions are permitted with respect to those participants who are working outside the United States on temporary assignments.

Participants may also contribute rollover contributions from other qualified plans.

Participants contribute a percentage of their compensation, as defined in the Plan agreement. The maximum contribution rate is 50% of eligible compensation of which up to \$14,000 (the maximum annual salary deferral

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contribution limit as set forth by the Internal Revenue Code (the "Code")) for the 2005 plan year may be made pre-tax. All participants who are eligible to make elective deferrals under the Plan and those who have attained age 50 before the close of the Plan year are eligible to make additional catch-up contributions of up to \$4,000 during fiscal 2005. Contributions made by participants are invested based on each participant's election.

Participant contributions are matched by the Company in cash at the rate of one dollar per dollar up to 6% of the participants' eligible earnings. These funds are deposited according to the participants' current investment elections.

The employer may also make a discretionary contribution based on the Company meeting its performance targets as determined by the employer at its sole discretion. In 2005, the Company made a discretionary contribution of \$11,202,268.

Participant and Company contributions are subject to certain IRS limitations.

### Participant Accounts

Each participant's account is credited with the participant's voluntary contributions, the employer's contribution and an allocation of investment income from each fund as defined in the Plan

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Nokia Retirement Savings and Investment Plan  
(As Amended and Restated 2004)  
Notes to Financial Statements

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agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Additionally, the Plan has certain expenses that are deducted from participant accounts.

Plan earnings are allocated to a participant's account at the rate attributable to the participant's specific account balance on each day the New York Stock Exchange is open for business or any other day selected by the Plan's 401(k) committee.

Participants may determine their own investment mix in their accounts. During the conversion to the new record keeper and trustee, mapping of participants' funds was determined by the plan administrator.

### Participant Loans

Participants are able to borrow from their fund accounts a minimum of \$1,000 up to a maximum of the lesser of (i) \$50,000 or (ii) 50% of their vested account balance at market interest rates payable under various term lengths specified in the loan agreement. The loans, maturing at various dates through 2035, are collateralized by the balance in the participant's account. The loans bear interest rates that reflect the prime rate for the month when issued and ranged from 4 percent to 10 percent at December 31, 2005. Principal and interest is paid ratably through bi-monthly payroll deductions.

### Vesting

Participants vest in employer contributions at a rate of 25% per year of

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service, reaching full vesting after four years of service.

### Payment of Benefits

Upon termination of employment for reasons other than disability or death, participants' benefits will be payable as follows (subject to spouses' rights, if any):

- Nokia ADR Shares are paid out in cash or certificates. Fractional shares are paid in cash.
- A participant whose vested account is more than \$1,000 may elect to have benefits paid in a lump-sum payment or may choose to leave funds in the Plan up to age 70 1/2.
- A participant who has a vested account balance of \$1,000 or less will automatically be paid in a lump-sum payment.

### Forfeitures

At December 31, 2005 and 2004 forfeited non-vested accounts totaled \$644,728 and \$448,356, respectively. These accounts will be used to reduce future employer contributions and/or pay Plan administrative fees and certain investment charges. Also, in 2005, employer contributions were reduced by \$2,153,713, and Plan administrative fees and certain investment charges of \$398,703 were paid from forfeited non-vested accounts.

### Plan Termination

While it has not expressed any intent to do so, the Company may discontinue the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

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Nokia Retirement Savings and Investment Plan

(As Amended and Restated 2004)

Notes to Financial Statements

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## 2. Summary of Significant Accounting Policies

### Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States.

### Investment Valuation and Income Recognition

Investments in Nokia American Depository Shares ("Nokia ADR Shares") and Common Stock are valued at quoted market prices on the last business day of the year. Mutual funds are valued at the net asset value of shares held by the Plan at year-end. Participant loans are valued at cost, plus accrued interest, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recognized on the accrual basis.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains and losses and the unrealized appreciation (depreciation) on those investments.

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### Plan Expenses

Expenses incurred by the Plan for audit fees, certain administration fees and certain investment charges are paid by the Plan. All other operating expenses of the Plan are paid by the Company.

### Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Financial instruments that potentially subject the Plan to concentrations of credit risk consist of the Plan's investments and contributions receivable.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Benefits

Benefit distributions to participants are recorded when paid.

### 3. Investments

As of December 31, 2005, net assets available for benefits in the amount of \$372,035,872, \$103,499,896, and \$3,069,513 were invested in mutual funds, Nokia ADR Shares, and Common stock respectively, managed by Fidelity Investments.

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### Nokia Retirement Savings and Investment Plan (As Amended and Restated 2004) Notes to Financial Statements

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At December 31, 2005, approximately 22% of the Plan's assets are invested in the Nokia ADR Shares. There were 5,655,732 shares at \$18.30 per share at December 31, 2005. There were 6,440,498 shares at \$15.67 per share at December 31, 2004.

Investments that individually represent 5% or more of the Plan's net assets, at fair value as of December 31, 2005 and 2004:

|                            | 2005<br>----- | 2004<br>----- |
|----------------------------|---------------|---------------|
| American Depository Shares |               |               |
| Nokia ADR Shares           | \$103,499,896 | \$100,922,604 |



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| Mutual Funds                              |            |            |
|---|------------|------------|
| Allianz NFJ Small Cap Value Fund          | 46,854,868 | -          |
| American Balanced Fund                    | 27,063,265 | 9,537,636  |
| American EuroPacific Growth Fund          | 50,804,321 | 4,840,005  |
| American Funds Growth Fund of America     | 27,710,988 | 4,112,999  |
| Fidelity Managed Income Portfolio II Fund | 66,546,670 | -          |
| PIMCO Total Return Fund                   | 30,269,138 | 23,642,423 |
| Vanguard Institutional Index Fund         | 53,137,164 | -          |
| American Express Trust Income Fund III    | -          | 57,451,383 |
| SSGA Funds S&P 500 Index Fund             | -          | 40,102,332 |
| Templeton Foreign Fund                    | -          | 21,855,297 |
| Dreyfus Emerging Leaders Fund             | -          | 18,828,406 |

During 2005, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by \$30,212,530 as follows:

|                  |               |
|------------------|---------------|
| Nokia ADR Shares | \$ 17,693,785 |
| Common Stock     | 299,171       |
| Mutual funds     | 12,219,574    |
|                  | -----         |
|                  | \$ 30,212,530 |
|                  | -----         |

#### 4. Tax Status

The Internal Revenue Service has ruled, in a favorable determination letter dated November 22, 2002 that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receipt of the determination letter; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

#### 5. Related Party Transactions

The Plan purchased and sold approximately \$8,600,000 and \$21,600,000 in Nokia ADR shares respectively, during 2005.

Nokia ADR Shares were bought/sold in the open market at quoted fair market values at the date of purchase/sale. The share price at December 31, 2005 was \$18.30.

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#### Nokia Retirement Savings and Investment Plan

(As Amended and Restated 2004)

Notes to Financial Statements

The Fidelity Managed Income Portfolio II Fund and The Fidelity Institutional Cash Portfolio Money Market Class I Fund are related parties, as noted on Schedule H.

All assets of the Plan are held in the Nokia Retirement Savings and Investment Plan which is administered by Fidelity Investments Retirement Services as the record keeper and Fidelity Management Trust Company as the trustee.

#### 6. Subsequent Event

Effective July 1, 2006 the employer match is increased from 6% of

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eligible compensation to 8%. The Plan will implement auto enrollment at 3% of eligible compensation for new hires beginning in the third quarter of 2006.

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### SUPPLEMENTAL SCHEDULE

| (a) | (b)  | (c)                                 | (d)    |
|-----|--|-------------------------------------|--------|
|     | Identity of Issue, Borrower, Lessor<br>or Similar Party            | Description of<br>Investment        | Cost** |
|     | Allianz NFJ Small Cap Value Fund                                   | Mutual fund                         |        |
|     | American Balanced Fund   | Mutual fund                         |        |
|     | American EuroPacific Growth Fund                                   | Mutual fund                         |        |
|     | American Funds Growth Fund of America                              | Mutual fund                         |        |
|     | Calamos Growth Fund  | Mutual fund                         |        |
| *   | Fidelity Managed Income Portfolio II Fund                          | Mutual fund                         |        |
| *   | Nokia ADR Shares   | ADR Shares                          |        |
| *   | Fidelity Institutional Cash Portfolio Money Market<br>Class I Fund | Mutual fund                         |        |
|     | PIMCO Total Return Fund  | Mutual fund                         |        |
|     | Vanguard Institutional Index Fund                                  | Mutual fund                         |        |
|     | Vanguard Small Cap Growth Fund                                     | Mutual fund                         |        |
|     | Vanguard Target Retirement 2005 Fund                               | Mutual fund                         |        |
|     | Vanguard Target Retirement 2015 Fund                               | Mutual fund                         |        |
|     | Vanguard Target Retirement 2025 Fund                               | Mutual fund                         |        |
|     | Vanguard Target Retirement 2035 Fund                               | Mutual fund                         |        |
|     | Vanguard Target Retirement 2045 Fund                               | Mutual fund                         |        |
|     | Vanguard Target Retirement Fund                                    | Mutual fund                         |        |
|     | Vanguard Windsor   | Mutual fund                         |        |
|     | Vanguard Windsor II Fund   | Mutual fund                         |        |
|     | Wells Fargo Mid-Cap Value Fund                                     | Mutual fund                         |        |
|     | BrokerageLink  | Common stock and<br>Mutual<br>Funds |        |
|     | Participant Loans  | Interest Rates<br>varying between   |        |

4% and 10%  
maturing at  
various dates  
through 2035

\* Party-in-interest  
\*\* Not applicable due to investments being participant-directed.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

Nokia Retirement Savings and Investment Plan

Date: July 14, 2006

By: /s/ Linda Fontenau

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Name: Linda Fontenau  
Title: Plan Administrator

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INDEX TO EXHIBITS

| Exhibit No. | Exhibit   | Page Number |
|-------------|---|-------------|
| 23          | Consent of PricewaterhouseCoopers LLP,<br>Independent Auditors. | 12          |

