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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933  
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NOKIA CORPORATION  
(Exact name of Registrant as specified in its charter)

Republic of Finland  
(State or other jurisdiction of  
incorporation or organization)

Not Applicable  
(I.R.S. Employer  
Identification Number)

Keilalahdentie 4, P.O. Box 226  
FIN-00045 NOKIA GROUP  
Espoo, Finland  
(011) 358-9-18071  
(Address and telephone number of Registrant's principal executive offices)

NOKIA PERFORMANCE SHARE PLAN 2005  
NOKIA RESTRICTED SHARE PLAN 2005  
NOKIA STOCK OPTION PLAN 2005  
(Full title of the plans)

Richard W. Stimson  
Nokia Holding, Inc.  
6000 Connection Drive  
Irving, Texas 75039  
(972) 894-5000  
(Name, address and telephone number of agent for service)

Copies to:  
Doreen E. Lilienfeld, Esq.  
Shearman & Sterling LLP  
599 Lexington Avenue  
New York, New York 10022  
+1 (212) 848-7171

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EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-124700 (the "Registration Statement") is being filed to amend Exhibit 5.1, the Opinion of Ursula Ranin, General Counsel of the Registrant, as to the validity of the shares to be issued pursuant to the Nokia Performance Share Plan 2005, the Nokia Restricted Share Plan 2005 and the Nokia Stock Option Plan 2005. The Registration Statement is hereby amended to replace Exhibit 5.1 with the Exhibit 5.1 attached hereto.

SIGNATURES

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Helsinki, Republic of Finland on May 12, 2005.

NOKIA CORPORATION

By: /s/ Ursula Ranin

By: /s/ Marianna Uotinen-Tarkoma

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Name: Ursula Ranin  
Title: Vice President, General Counsel

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Name: Marianna Uotinen-Tarkoma  
Title: Senior Legal Counsel

Members of the Board of Directors:

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Name: Paul J. Collins

Vice Chairman, Director

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Name: Georg Ehrnrooth

Director

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Name: Mr. Dan Hesse

Director

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Name: Dr. Bengt Holmstrom

Director

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Name: Per Karlsson

Director

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Name: Mr. Edouard Michelin

Director

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Name: Jorma Ollila

Chairman of the Board of Directors  
Chief Executive Officer

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Name: Dame Marjorie Scardino

Director

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Name: Vesa Vainio

Director

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Name: Arne Wessberg

Director

President:

\*  
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Name: Pekka Ala-Pietila

Chief Financial Officer (whose functions  
Include those of Chief Accounting Officer):

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Name: Richard A. Simonson

Authorized Representative in the United States:

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Name: Richard W. Stimson

\*By: /s/ Marianna Uotinen-Tarkoma  
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Name: Marianna Uotinen-Tarkoma  
Attorney in Fact

EXHIBIT INDEX

Exhibit No.	Description of Document
*5.1	Opinion of Ursula Ranin, General Counsel of the Registrant, as to the validity of the shares to be issued pursuant to the Nokia Performance Share Plan 2005, the Nokia Restricted Share Plan 2005 and the Nokia Stock Option Plan 2005.

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\* Filed herewith.

May 6, 2005

Nokia Corporation  
P.O. Box 226  
FIN-00045 NOKIA GROUP  
FINLAND

Ladies and Gentlemen,

I am the General Counsel of Nokia Corporation, a company incorporated under the laws of the Republic of Finland (the "Company"), and, as such, I have acted on behalf of the Company in connection with its offering of awards of performance shares (the "Performance Shares"), restricted shares (the "Restricted Shares") and stock options (the "Stock Options") with respect to the shares of the Company, to eligible Company employees in the United States as part of a worldwide employee offering (the "Employee Offering") that is being undertaken to incentivise the selected key persons of the Company and its subsidiaries and affiliates. Holders of Performance Shares, Restricted Shares or Stock Options will be entitled to receive or subscribe for Shares of the Company, with a par value of 0.06 euros (each a "Share"). American Depositary Shares (the "ADSs"), each representing one Share, are listed on the New York Stock Exchange.

In connection with the opinions expressed below, I have examined:

- (i) the terms and conditions of the Employee Offering; i.e. the Nokia Performance Share Plan 2005 and the Nokia Restricted Share Plan 2005 as approved by the Board of Directors of the Company in their meetings held on January 27, 2005 and April 7, 2005, and the Nokia Stock Option Plan 2005 as approved by the Annual General Meeting of the Company in their meeting held on April 7, 2005;
- (ii) the form of documentation to be furnished to employees eligible to participate in the Employee Offering including a copy of the prospectus prepared in accordance with the requirements of Part I of Form S-8 under the U.S. Securities Act of 1933, as amended (the "Securities Act");
- (iii) a signed copy of the company's Registration Statement on Form S-8 (the "Registration Statement") relating to the Employee Offering, which Registration Statement is being filed by the Company with the United States Securities and Exchange Commission (the "Commission") on the date hereof;
- (iv) the Articles of Association of the Company; and
- (v) originals, or copies certified or otherwise identified to my satisfaction, of such documents, as I have deemed necessary and appropriate as a basis for the opinion hereinafter expressed.

Based on the foregoing and having regard for such legal considerations as I deem relevant, I am of the opinion that: (1) the Performance Shares, Restricted Shares and Stock Options to be offered to eligible employees pursuant to the Employee Offering will represent legal, valid and binding obligations of the Company enforceable against the Company in accordance with their terms, and (2) the Shares to be issued upon settlement or exercise, as applicable, of the Performance Shares, Restricted Shares and Stock Options, in connection with the Employee Offering will, upon issuance, have been duly authorized, validly issued and be fully paid and non-assessable.

I hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. I am a lawyer admitted to practice in Finland and I am not admitted in, do not hold myself as being an expert on, and do not express any opinion on the law of any jurisdiction other than the laws of the Republic of Finland.

Very truly yours,

/s/ Ursula Ranin  
Ursula Ranin  
Vice President, General Counsel