

NOKIA CORP
Form 6-K
March 20, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

**Pursuant to Rule 13a -16 or 15d -16 of
the Securities Exchange Act of 1934**

Report on Form 6-K dated March 20, 2008

Nokia Corporation

Nokia House

Keilalahdentie 4

02150 Espoo

Finland

(Name and address of registrant's principal executive office)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F Form 40-F

Enclosures:

1. Proxy Material for ADR Holders for the Annual General Meeting on May 8, 2008
-

**Depository's Notice of
Annual General Meeting of
Nokia Corporation**

ADSs: American Depositary Shares (ADSs) evidenced by American Depositary Receipts (ADRs).

ADS CUSIP No.: 654902204.

Deposited Securities: Shares of common stock of the Company (the Shares).

ADS Ratio: 1 Share to 1 ADS.

Depository: Citibank, N.A.

Deposit Agreement: Amended and Restated Deposit Agreement, dated as of March 28, 2000, as amended by Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of February 6, 2008, as amended from time to time, by and among the Depository, the Company and the Holders from time to time of ADRs evidencing ADSs issued thereunder.

TIMETABLE

March 10, 2008 **ADS Record Date**
Date on which ADR Holders are required to be record holders of the Company's ADSs in order to receive proxy material.

April 21, 2008 **Voting Deadline**
5:00 P.M.
(New York City time) Date and time on which ADR Holders are required to have provided instructions to the Depository to (i) vote their ADSs and (ii) temporarily record them on the Register of Shareholders of the Company as of the Finnish Record Date.

April 25, 2008 **Reconciliation of Voting Position**
Any transfers between April 21 and close of business on April 25 will be reconciled for the correct voting position as of the Finnish Record Date.

April 28, 2008 **Finnish Record Date**
Date on which ADR Holders are required to be recorded on the Register of Shareholders of the Company in order to vote at the Meeting.

May 8, 2008 **Meeting Date**
3:00 P.M.
(Helsinki time) Date on which the Company will hold its Annual General Meeting 2008 (the Meeting).

A RECORD HOLDER OF THE COMPANY'S ADSs AS OF THE CLOSE OF BUSINESS ON APRIL 25, 2008 WHO HAS PROVIDED VOTING INSTRUCTIONS TO THE DEPOSITARY BY THE VOTING DEADLINE, WILL BE TEMPORARILY RECORDED ON THE REGISTER OF SHAREHOLDERS OF THE COMPANY ON THE FINNISH RECORD DATE WITHOUT ANY FURTHER

ACTION. THE QUESTIONS AND ANSWERS ON PAGE 3 AND 4 SHOULD ANSWER MOST OF YOUR QUESTIONS RELATED TO THE VOTING PROCESS.

RESOLUTIONS BEING CONSIDERED AT THE ANNUAL GENERAL MEETING ARE SUMMARIZED ON THE REVERSE SIDE OF THE AGM PROXY CARD.

FULL DETAILS REGARDING THE PROPOSALS BY THE BOARD OF DIRECTORS OF THE COMPANY AND ITS COMMITTEES TO THE AGM, AND OTHER ADDITIONAL INFORMATION RELATED TO THE MEETING ARE AVAILABLE AT <http://www.nokia.com/agm> AND <http://www.citibank.com/adr> (click on Nokia AGM).

Nokia's Form 20-F Annual Report may be accessed through the Internet at <http://citibank.ar.wilink.com> (enter Nokia in the Company Name Search) or <http://www.nokia.com/agm>. You may also request a hard copy by calling the toll-free number, 1-877-NOKIA-ADR (1-877-665-4223), or direct your written request to Citibank, N.A., Shareholder Services, PO Box 43077, Providence RI 02940-3077 or by calling Nokia Investor Relations US Main Office at 1-914-368-0555.

Edgar Filing: NOKIA CORP - Form 6-K

The enclosed materials are provided to allow you to vote at the Meeting of the Company. There are four alternative ways for voting:

a) **Through the Internet:** if you are a registered ADR Holder, i.e. you do not hold your ADSs through a custodian, broker or other agent, follow these instructions:

- Access the website www.citibank.com/adr;
- Click on **Investors** and then click on **Voting by Internet** ;
- Enter your Proxy Access Number which is the number in the box to the right of your Holder Account Number. Your Holder Account Number is underlined and appears in the colored bar on the front of your proxy card.
- Complete the Voting Instructions provided on the Internet site by the Voting Deadline.

If you hold your ADSs through a custodian, broker or other agent and you wish to vote through the Internet, you should refer to other information provided by your agent.

b) **On the Telephone:** if you are a registered ADR Holder, i.e. you do not hold your ADSs through a custodian, broker or other agent, follow these instructions:

- Call the telephone voting access number: 1-800-652-Vote (8683);
- Enter your Proxy Access Number which is the number in the box to the right of your Holder Account Number. Your Holder Account Number is underlined and appears in the colored bar on the front of your proxy card.
- Complete the Voting Instructions as indicated on a recording by the Voting Deadline.

If you hold your ADSs through a custodian, broker or other agent and you wish to vote on the telephone, you should refer to other information provided by your agent.

c) **By Mailing the Voting Card,** please

- Complete all of the required information on the Voting Card;
- Sign the Voting Card; and

Edgar Filing: NOKIA CORP - Form 6-K

- Return the Voting Card by the Voting Deadline to Nokia Proxy, C/O Citibank Shareholder Services, PO Box 43124, Providence RI 02940-5140.

If you hold your ADSs through a custodian, broker or other agent, you may have special instructions from your agent.

- d) Moreover, you may attend the Meeting **in person** in Helsinki, Finland. If you want to attend the meeting in person, please call Citibank, N.A., ADR Services at 1-877-NOKIA-ADR (1-877-665-4223).

By voting through the Internet or on the telephone or by signing and returning the Voting Card, you are:

- Certifying that you are a record holder of ADSs as of the close of business on April 25, 2008 and as of the Finnish Record Date of April 28, 2008;
- Instructing the Depositary to arrange for the temporary recording of the Deposited Securities represented by your ADSs in your name on the Register of Shareholders of the Company, on the Finnish Record Date of April 28, 2008;
- Instructing the Depositary to vote your Deposited Securities in the manner indicated in the Internet or Telephone Voting Instructions or Voting Card; and
- Authorizing and directing the disclosure of your name, address, number of Deposited Securities held and account number to the Depositary, the Company, and the Finnish Registrar for the purpose of temporarily recording your name on the Register of Shareholders of the Company.

PLEASE NOTE THAT YOUR VOTING INSTRUCTIONS WILL NOT BE PROCESSED AND YOUR VOTES WILL NOT BE COUNTED IF YOU DO NOT SIGN (IF APPLICABLE) OR COMPLETE ALL REQUIRED INFORMATION, INCLUDING YOUR NAME, ADDRESS AND ACCOUNT NUMBER.

Please note that the Deposit Agreement provides that, in connection with the Meeting the Depositary shall not be responsible for instructions not carried out or for the manner in which such instructions are carried out or the effect of any such action or omission, provided that such action or omission is without negligence and in good faith.

If you have any questions concerning the enclosed material or if you need further explanation of the questions covered therein, please call Citibank, N.A., ADR Services at 1-877-NOKIA-ADR (1-877-665-4223).

You may also find additional information on the website www.citibank.com/adr.

Citibank, N.A., as Depositary

The information contained in this notice regarding the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as Depositary and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy or completeness of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting.

Questions and Answers

Which ADR Holders are entitled to vote?

ADR Holders who are record holders of the Company's ADSs on the ADS Record Date of March 10, 2008 will receive the proxy material. Those ADR Holders who are record holders of the Company's ADSs as of the close of business on April 25, 2008 are entitled to vote at the Meeting, although their voting position will be reconciled as of the Finnish Record Date April 28, 2008.

What is the Finnish Record Date?

According to Finnish law, a shareholder must be recorded on the Register of Shareholders of the Company ten days prior to the Meeting, i.e. on the Finnish Record Date of April 28, 2008, in order to be entitled to vote at the Meeting. This means that although you have voted correctly before 5:00 P.M. on April 21, 2008, your voting position will be reconciled as of the Finnish Record Date.

Will I be recorded on the Register of Shareholders of the Company on the Finnish Record Date?

Yes. If you are a record holder of the Company's ADSs as of the close of business on April 25, 2008, and you have provided your voting instructions to the Depository as instructed in this Depository's Notice, you will be automatically recorded on the Register on a temporary basis.

Are there any other requirements in connection with the Finnish Record Date?

No. Being a record holder of the Company's ADSs as of the close of business on April 25, 2008 and providing voting instructions to the Depository by the Voting Deadline automatically ensures that the ADR Holder will be temporarily recorded on the Register of Shareholders of the Company on the Finnish Record Date of April 28, 2008.

What is the temporary recording of the Deposited Securities on the Company's Register of Shareholders and why is it required?

As mentioned above, only shareholders registered on the Register of Shareholders of the Company on the Finnish Record Date of April 28, 2008, may vote at the Meeting. As an ADR Holder, in the normal course, your Deposited Securities are registered on the Register of Shareholders of the Company in the name of Citibank's local custodian. For you to vote at the Meeting, the Deposited Securities underlying your ADSs must be temporarily re-recorded from Citibank's local custodian's name to your name on the Register of Shareholders of the Company as of the Finnish Record Date. This is done temporarily for the purpose of voting at the Meeting only.

Can voting instructions be changed?

Yes, voting instructions may be changed at any time prior to the Voting Deadline of 5:00 P.M. (New York City time) on April 21, 2008 by completing new Voting Instructions on the Internet Voting website, by giving new Telephone Voting Instructions at 1-800-652-Vote (8683) or by calling Citibank's ADR Services at 1-877-NOKIA-ADR (1-877-665-4223) and requesting a new Voting Card and returning the new and completed Voting Card to the Depository.

Please note that the last instructions received by the Depository (whether it be a new Voting Card, Internet Voting Instructions, or Telephone Voting Instructions) by the Voting Deadline will be the Voting Instructions followed by the Depository.

What information is required from me to vote my ADSs?

Finnish law and regulations require at the minimum the following information from a beneficial owner:

- Name;

- Address;

- Number of Deposited Securities held; and

- Identification number (i.e. account number).

Please note that by voting your ADSs, you are authorizing your bank, broker, or nominee to disclose the above-mentioned information to the Depository, the Company, and the Finnish Registrar for the purpose of temporarily recording your name on the Company's Register of Shareholders. Without disclosure of this information, your votes will not be counted.

What is item 11, which pertains to other matters at the Annual General Meeting, in the voting card?

Under Finnish law, Nokia's Notice of Annual General Meeting must include an agenda setting out the matters to be brought before the meeting. The agenda must include those matters, which, pursuant to Nokia's Articles of Association and mandatory Finnish law, must be resolved at the Annual General Meeting, and any other matters under the authority of a shareholders' meeting brought to the agenda by the shareholders early enough for them to be included in the agenda. Matters not included in the agenda of the Annual General Meeting may not be resolved on at the Meeting.

The other matters referred to in the voting card under item 11 relate to procedural matters only, and may include such matters as the election of the chairman for the meeting and persons to scrutinize the minutes.

What does it mean, if an ADR Holder marks the box to give a discretionary proxy regarding item 11 of the Annual General Meeting?

If an ADR Holder has marked the relevant box and other matters are properly brought before the Meeting, the nominated representative of the Company will have a discretionary proxy to vote the Holder's ADSs with respect to those other matters. The nominated representatives are Nokia's legal counsels.

Why is it important to vote?

A resolution under some of the agenda items requires a qualified majority of the votes cast, as well as of the shares represented at the meeting. ADR Holders form a significant number of Nokia shares represented at the Meeting. Therefore, in order for the proposals to be approved, the Company encourages ADR Holders to vote under every item.

Where is the Proxy Material available?

In addition to mailing the ADR Holders this Depository's Notice and the Voting Card as well as the Company's Meeting Notice, Nokia is providing the ADR Holders with the possibility to access the proxy material on the Internet. The proxy material can be accessed on the Internet through <http://www.citibank.com/adr> and <http://www.nokia.com/agm>.

Are the proposals on the Agenda available in their entirety?

Edgar Filing: NOKIA CORP - Form 6-K

Yes. The proposals by the Nokia Board and its Committees are available in their entirety on the Internet through <http://www.citibank.com/adr> and <http://www.nokia.com/agm>. Nokia's Form 20-F Annual Report is also available on Nokia's website.

Delivery of shareholder documents via the Internet.

We are pleased to announce that for all future mailings ADR holders may receive Nokia Corporation's shareholder documents (such as disclosure documents, proxy material, etc.) over the internet. As a registered ADR shareholder, i.e. if you do not hold your ADSs through a custodian, broker or other agent, you may receive your shareholder documents electronically by registering at the website <http://www.computershare.com/investor> and completing the on-line consent form by clicking on Electronic Shareholder Communications under the Manage section on the site. Then click on the drop-down arrow and locate Nokia Corporation and follow the instructions.

NOKIA

Notice is given to the shareholders of Nokia Corporation (the Company) of the Annual General Meeting to be held on Thursday, May 8, 2008 at 3:00 p.m. at Helsinki Fair Centre, Amfi Hall, Messuaukio 1, Helsinki, Finland. Registration of the persons who have given a prior notice to attend will commence at 2:00 p.m.

The matters specified in Article 12 of the Company's Articles of Association as well as some other matters will be on the agenda of the Meeting as follows:

1. Presentation of the Annual Accounts and the Auditors' Report

2. Approval of the Annual Accounts

3. Distribution of the profit for the year, payment of dividend

The Board proposes to the Annual General Meeting a dividend of EUR 0.53 per share for the fiscal year 2007. The dividend will be paid to shareholders registered in the Register of Shareholders held by Finnish Central Securities Depository Ltd on the record date, May 13, 2008. The Board proposes that the dividend be paid on or about May 27, 2008.

4. Discharging of the Chairman, the members of the Board of Directors, and the President, from liability

5. Remuneration to the members of the Board of Directors

The Board's Corporate Governance and Nomination Committee proposes to the Annual General Meeting that the remuneration payable to the members of the Board of Directors to be elected at the Annual General Meeting for the term until the close of the Annual General Meeting in 2009 be as follows: EUR 440 000 for the Chairman, EUR 150 000 for the Vice Chairman, and EUR 130 000 for each member. In addition, the Committee proposes that the Chairman of the Audit Committee and Chairman of the Personnel Committee will each receive an additional annual fee of EUR 25 000, and other members of the Audit Committee an additional annual fee of EUR 10 000 each. The Corporate Governance and Nomination Committee proposes that approximately 40% of the remuneration be paid in Nokia shares purchased from the market.

6. Number of the members of the Board of Directors

Edgar Filing: NOKIA CORP - Form 6-K

The Board's Corporate Governance and Nomination Committee proposes to the Annual General Meeting that the number of Board members be ten.

7. Election of the members of the Board of Directors

The Board's Corporate Governance and Nomination Committee proposes to the Annual General Meeting that the following current Board members: Georg Ehrnrooth, Lalita D. Gupte, Bengt Holmström, Henning Kagermann, Olli-Pekka Kallasvuo, Per Karlsson, Jorma Ollila, Marjorie Scardino and Keijo Suila, be re-elected for the term until the close of the Annual General Meeting in 2009. The Committee also proposes that Risto Siilasmaa be elected as new member of the Board for the same term.

Mr. Siilasmaa is a founder of F-Secure Corporation, which provides security services protecting consumers and businesses against computer viruses and other threats from the Internet and mobile networks. He was the President and CEO of F-Secure Corporation during 1999-2006. Currently, Mr. Siilasmaa is the Chairman of the Board of Directors of F-Secure Corporation, a Board member in Elisa Corporation, and a Board Chair or Board member in some private companies. He is also Vice Chairman of the Board of the Federation of Finnish Technology Industries.

8. Auditor remuneration

The Board's Audit Committee proposes to the Annual General Meeting that the external auditor to be elected at the Annual General Meeting be reimbursed according to the auditor's invoice, and in compliance with the purchase policy approved by the Audit Committee.

9. Election of the Auditor

The Board's Audit Committee proposes to the Annual General Meeting that PricewaterhouseCoopers Oy be re-elected as the Company's auditor for the fiscal year 2008.

10. Authorization to the Board of Directors to resolve to repurchase Nokia shares

The Board proposes that the Annual General Meeting authorize the Board to resolve to repurchase a maximum of 370 000 000 Nokia shares by using funds in the unrestricted shareholders' equity. Repurchases will reduce funds available for distribution of profits.

The shares may be repurchased in order to develop the capital structure of the Company, which includes carrying out the announced stock repurchase plan. In addition, the shares may be repurchased in order to finance or carry out acquisitions or other arrangements, to settle the Company's equity-based incentive plans, to be transferred for other purposes, or to be cancelled.

The shares can be repurchased either

- a) through a tender offer made to all the shareholders on equal terms determined by the Board, in proportion to the shares held by the shareholders, and for an equal price determined by the Board; or

- b) through public trading and on such stock exchanges the rules of which allow companies to trade with their own shares. In this case the shares would be repurchased in another proportion than that of the current shareholders.

It is proposed that the authorization be effective until June 30, 2009.

Annual Accounts 2007 and the proposals by the Board and its Committees

The proposals by the Board and its Committees presented under items 3 and 5-10 and this Notice of Meeting are available on Nokia's website at www.nokia.com/agm. The document Nokia in 2007 which includes the Annual Accounts of the Company, the Review by the Board of Directors and the Auditors' report is available on the same website no later than as of March 31, 2008. The proposals by the Board and the Annual Accounts are also available at the Meeting, and copies of them as well as of this Notice will be sent to shareholders upon request.

Right to Attend and to Vote at the Meeting

In order to attend the Meeting, a shareholder must be registered in the Register of Shareholders of Nokia, held by Finnish Central Securities Depository Ltd., on Monday, April 28, 2008. In order to attend the Meeting, shareholders who hold their shares under a name of a nominee must contact their bank, broker or other custodian to be temporarily recorded in the Register of Shareholders. The recording must be made effective no later than April 28, 2008.

Prior Notice to Attend

In order to attend the Meeting the shareholder must give a prior notice no later than Friday, May 2, 2008, at 4:00 p.m. (Finnish time) either

- a) through Nokia's website at www.nokia.com/agm (available only for directly registered shareholders);
- b) by letter to the Registry of Shareholders, Nokia Corporation, P.O. Box 226, FI-00045 NOKIA GROUP;
- c) by telefax to +358 7180 38984; or
- d) by telephone to +358 7180 34700 from Monday to Friday at 10:00 a.m. - 4:00 p.m. (Finnish time).

Edgar Filing: NOKIA CORP - Form 6-K

The notice through website, letter or telefax should arrive at the Company by 4:00 p.m. (Finnish time) on Friday, May 2, 2008.

Advance Delivery of Proxies

Possible proxies for representing a shareholder at the Meeting shall arrive to Nokia's Registry of Shareholders no later than Friday, May 2, 2008, at 4:00 p.m. (Finnish time).

Conduct of the Meeting

The Meeting will be conducted in Finnish, and simultaneous translation will be available into Swedish and English.

Espoo, January 24, 2008

BOARD OF DIRECTORS

MR A SAMPLE
 DESIGNATION (IF ANY)
 ADD 1
 ADD 2
 ADD 3
 ADD 4
 ADD 5
 ADD 6

000004 00000000.000000 ext 00000000.000000 ext
 00000000.000000 ext 00000000.000000 ext
 00000000.000000 ext 00000000.000000 ext

XXXXXXXXXXXXXXXXX Electronic Voting Instructions

You can vote by Internet or telephone!

Nokia Corporation encourages you to take advantage of new and convenient ways by which you can vote your shares. You can vote your shares electronically through the Internet or by telephone by the Voting Deadline. This eliminates the need to return your proxy card.

Vote by Internet

- Log on to the Internet and go to www.citibank.com/adr.
- Click on [Investors](#) and then click on [Voting by Internet](#).
- Follow the steps outlined on the secured website.

Vote by telephone

- Call toll free 1-800-652-VOTE (8683) within the United States, Canada & Puerto Rico any time on a touch tone telephone. There is **NO CHARGE** to you for the call.
- Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

If this Voting Card is signed and timely returned to the Depository but no specific direction as to voting is marked below as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions **FOR** the unmarked issue, except for item 11.

For Against Abstain

1. N/A N/A N/A 7. Election of Directors:

01 Georg Ehrnrooth
 02 Lalita D. Gupte
 03 Bengt Holmström

For Against Abstain

06 Per Karlsson
 07 Jorma Ollila
 08 Marjorie Scardino

8. o N/A o

Edgar Filing: NOKIA CORP - Form 6-K

2.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	04 Henning Kagermann	09 Risto Siilasmaa	9.	<input type="radio"/>	N/A	<input type="radio"/>
				05 Olli-Pekka Kallasvuo	10 Keijo Suila				
3.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	Mark here to vote <u>FOR</u> all nominees	<input type="radio"/>	10.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>						