

Edgar Filing: NOKIA CORP - Form SC 13G/A

NOKIA CORP  
Form SC 13G/A  
February 15, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

NOKIA CORP

-----  
(Name of Issuer)  
Common Stock

-----  
(Title of Class of Securities)

654902204

-----  
(CUSIP Number)

December 31, 2004

-----  
(Date Of Event which Requires Filing of this Statement)

Check the following box if a fee is being paid with this statement [ ].

-----  
\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 654902204

13G

Page 2 of 8 Pages

- 1. NAME OF REPORTING PERSON(S)  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley  
IRS # 39-314-5972

Edgar Filing: NOKIA CORP - Form SC 13G/A

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 342,567,872
	6. SHARED VOTING POWER 319,058
	7. SOLE DISPOSITIVE POWER 342,567,872
	8. SHARED DISPOSITIVE POWER 319,058

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

345,020,032

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.3%

12. TYPE OF REPORTING PERSON\*

IA, CO, HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 654902204

13G

Page 3 of 8 Pages

1. NAME OF REPORTING PERSON(S)  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley & Co. International Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

Edgar Filing: NOKIA CORP - Form SC 13G/A

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Organized under the Laws of England.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 256,720,960
	6. SHARED VOTING POWER
	7. SOLE DISPOSITIVE POWER 256,720,960
	8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

258,200,608

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

12. TYPE OF REPORTING PERSON\*

BD, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 654902204

13G

Page 4 of 8 Pages

Item 1. (a) Name of Issuer:  
NOKIA CORP

(b) Address of Issuer's Principal Executive Offices:  
KEILALAHDENTIE 4  
P O BOX 226  
ESPOO FINLAND, H9

Item 2. (a) Name of Person Filing:  
(a)Morgan Stanley  
(b)Morgan Stanley & Co. International Limited

(b) Address of Principal Business Office, or if None, Residence:  
(a)1585 Broadway  
New York, New York 10036  
(b) 25 Cabot Square  
Canary Wharf

Edgar Filing: NOKIA CORP - Form SC 13G/A

London E14 4QA  
England

-----  
(c) Citizenship:

Incorporated by reference to Item 4 of the  
cover page pertaining to each reporting person.

-----  
(d) Title of Class of Securities:  
Common Stock

-----  
(e) CUSIP Number:  
654902204  
-----

Item 3. (a) Morgan Stanley is a parent holding company.

(b) Morgan Stanley & Co. International Limited is (a) a Broker-Dealer doing business under the laws of the United Kingdom. Morgan Stanley & Co. International Ltd. is filing this statement pursuant to Rules 13d-1(b) and 13d-2(b), relying on such rules and using Schedule 13G in accordance with no-action assurances from the Division of Corporate Finance, Office of Tender Offers.

CUSIP No. 654902204

13-G

Page 5 of 8 Pages

Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the  
cover page.

(a) Morgan Stanley is filing solely in its capacity as the  
parent company of, and indirect beneficial owner of  
securities held by, one of its business units.

Item 5. Ownership of Five Percent or Less of a Class.

Inaplicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

(a) Accounts managed on a discretionary basis by Morgan Stanley & Co Int'l Limited, a wholly owned subsidiary of Morgan Stanley, are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of such securities. No such account holds more than 5 percent of the class.

See item 4 (a).

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Edgar Filing: NOKIA CORP - Form SC 13G/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

CUSIP No. 654902204

13-G

Page 6 of 8 Pages

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 15, 2005

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard/Executive Director, Morgan Stanley & Co. Inc.

MORGAN STANLEY

Date: February 15, 2005

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard/Executive Director, Morgan Stanley & Co. Inc.

MORGAN STANLEY & CO. INTERNATIONAL LIMITED

INDEX TO EXHIBITS

PAGE

	-----	----
EXHIBIT 1	Agreement to Make a Joint Filing	7
EXHIBIT 2	Secretary's Certificate Authorizing Dennine Bullard to Sign on behalf of Morgan Stanley	8

\* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

(022597DTI)

Edgar Filing: NOKIA CORP - Form SC 13G/A

CUSIP No. 654902204

13-G

Page 7 of 8 Pages

EXHIBIT 1 TO SCHEDULE 13G

FEBRUARY 15, 2005

MORGAN STANLEY and MORGAN STANLEY & CO. INTERNATIONAL LIMITED  
hereby agree that, unless differentiated, this Schedule 13G is  
filed on behalf of each of the parties.

MORGAN STANLEY

BY: /s/ Dennine Bullard

-----  
Dennine Bullard /Executive Director, Morgan Stanley & Co. Inc.

MORGAN STANLEY & CO. INTERNATIONAL LIMITED

BY: /s/ Dennine Bullard

-----  
Dennine Bullard /Executive Director, Morgan Stanley & Co. Inc.

\* Attention. Intentional misstatements or omissions of fact constitute federal  
criminal violations (see 18 U.S.C. 1001).

CUSIP No. 654902204

Page 8 of 8 Pages

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting Assistant Secretary  
of Morgan Stanley, a corporation organized and existing under the  
laws of the State of Delaware (the "Corporation"), certify as  
follows:

- (1) Donald G. Kempf, Jr. is the duly elected Executive Vice  
President, Chief Legal Officer and Secretary of the  
Corporation;
- (2) Pursuant to Section 7.01 of the Bylaws of the Corporation  
and resolutions approved by the Board of Directors of the  
Corporation on September 25, 1998, the Chief Legal Officer  
is authorized to enter into agreements and other instruments  
on behalf of the Corporation and may delegate such powers  
to others under his jurisdiction; and
- (3) Donald G. Kempf signed a Delegation of Authority as of  
February 23, 2000, which authorized Dennine Bullard to  
sign reports to be filed under Section 13 and 16 of the  
Securities Exchange Act of 1934 on behalf of the

Edgar Filing: NOKIA CORP - Form SC 13G/A

Corporation. Such authorization is in full force and effect as of this date.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 3rd day of February, 2005.

---

Charlene R. Herzer  
Assistant Secretary