

TEMPLETON EMERGING MARKETS FUND
Form N-Q
July 28, 2010

FORM N-Q

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF
REGISTERED MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number 811-04985

Templeton Emerging Markets Fund

(Exact name of registrant as specified in charter)

**500 East Broward Blvd., Suite 2100, Fort Lauderdale,
FL 33394-3091**

(Address of principal executive offices) (Zip code)

**Craig S. Tyle, One Franklin Parkway, San Mateo, CA
94403-1906**

(Name and address of agent for service)

Registrant's telephone number, including area code: (954) 527-7500

Date of fiscal year end: 8/31

Date of reporting period: 05/31/10

Item 1. Schedule of Investments.

Templeton Emerging Markets Fund

Statement of Investments, May 31, 2010 (unaudited)

| | Industry | Shares | Value |
|--|-------------------------------------|------------|--------------|
| Common Stocks 83.1% | | | |
| Austria 0.9% | | | |
| OMV AG | Oil, Gas & Consumable Fuels | 89,020 | \$ 2,841,329 |
| Brazil 3.7% | | | |
| Itau Unibanco Holding SA, ADR | Commercial Banks | 666,033 | 12,261,667 |
| China 14.8% | | | |
| ^a Aluminum Corp. of China Ltd., H | Metals & Mining | 9,792,000 | 8,350,313 |
| ^a Brilliance China Automotive Holdings Ltd. | Automobiles | 32,040,000 | 10,451,762 |
| China Petroleum and Chemical Corp., H | Oil, Gas & Consumable Fuels | 7,136,000 | 5,672,948 |
| Chiwan Wharf Holdings Ltd., B | Transportation Infrastructure | 2,126,967 | 2,933,785 |
| Denway Motors Ltd. | Automobiles | 22,188,730 | 9,403,936 |
| PetroChina Co. Ltd., H | Oil, Gas & Consumable Fuels | 9,248,000 | 10,131,183 |
| Win Hanverky Holdings Ltd. | Textiles, Apparel & Luxury Goods | 11,152,000 | 1,675,722 |
| | | | 48,619,649 |
| Hong Kong 5.9% | | | |
| Dairy Farm International Holdings Ltd. | Food & Staples Retailing | 1,658,100 | 10,479,192 |
| Victory City International Holdings Ltd. | Textiles, Apparel & Luxury Goods | 28,152,000 | 5,097,904 |
| VTech Holdings Ltd. | Communications Equipment | 392,500 | 3,881,447 |
| | | | 19,458,543 |
| Hungary 1.2% | | | |
| ^a MOL Hungarian Oil and Gas Nyrt. | Oil, Gas & Consumable Fuels | 45,775 | 3,756,664 |
| India 14.2% | | | |
| National Aluminium Co. Ltd. | Metals & Mining | 665,030 | 5,975,445 |
| Oil & Natural Gas Corp. Ltd. | | 270,795 | 6,817,037 |

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| | | | |
|--|--|------------|------------|
| | Oil, Gas & Consumable Fuels | | |
| | Real Estate Management & Development | 1,129,465 | 1,640,666 |
| Peninsula Land Ltd. | | | |
| Sesa Goa Ltd. | Metals & Mining | 2,716,280 | 22,388,146 |
| Tata Consultancy Services Ltd. | IT Services | 617,600 | 9,883,731 |
| | | | 46,705,025 |
| Indonesia 5.9% | | | |
| PT Bank Central Asia Tbk | Commercial Banks | 15,134,500 | 9,154,929 |
| PT Astra International Tbk | Automobiles | 2,195,000 | 10,323,079 |
| | | | 19,478,008 |
| Mexico 2.1% | | | |
| Wal-Mart de Mexico SAB de CV, V | Food & Staples Retailing | 3,022,000 | 6,743,840 |
| Pakistan 1.7% | | | |
| ^a Faysal Bank Ltd. | Commercial Banks | 10,190,739 | 1,728,359 |
| MCB Bank Ltd. | Commercial Banks | 1,913,009 | 3,962,982 |
| | | | 5,691,341 |
| Poland 0.3% | | | |
| ^a Polnord SA | Construction & Engineering | 92,806 | 1,068,879 |
| Russia 7.7% | | | |
| Gazprom, ADR | Oil, Gas & Consumable Fuels | 241,722 | 4,967,387 |
| ^b LUKOIL Holdings, ADR | Oil, Gas & Consumable Fuels | 101,006 | 4,833,137 |
| ^b LUKOIL Holdings, ADR (London Exchange) | Oil, Gas & Consumable Fuels | 36,510 | 1,766,354 |
| Mining and Metallurgical Co. Norilsk Nickel | Metals & Mining | 44,679 | 7,258,452 |
| Mobile TeleSystems, ADR | Wireless Telecommunication Services | 193,250 | 3,716,198 |
| ^a OAO TMK | Energy Equipment & Services | 660,934 | 2,789,343 |
| | | | 25,330,871 |

South Africa 0.2%

| | | | |
|-------------------------------|-----------------|--------|---------|
| Impala Platinum Holdings Ltd. | Metals & Mining | 18,800 | 468,355 |
|-------------------------------|-----------------|--------|---------|

South Korea 4.9%

| | | | |
|-------------|-------------------------------------|---------|-----------|
| Avista Inc. | Textiles, Apparel & Luxury Goods | 347,028 | 1,221,111 |
|-------------|-------------------------------------|---------|-----------|

Quarterly Statement of Investments See Notes to Statements of Investments.

Templeton Emerging Markets Fund

Statement of Investments, May 31, 2010 (unaudited) (continued)

| | Industry | Shares | Value |
|---|--|------------|--------------|
| Hyundai Development Co. | Construction & Engineering | 165,470 | \$ 3,372,374 |
| Neopharm Co. Ltd. | Personal Products | 302,793 | 1,538,996 |
| SK Energy Co. Ltd. | Oil, Gas & Consumable Fuels | 109,364 | 9,870,849 |
| | | | 16,003,330 |
| Taiwan 0.0%^c | | | |
| MediaTek Inc. | Semiconductors & Semiconductor Equipment | 908 | 14,845 |
| Thailand 9.1% | | | |
| Amata Corp. Public Co. Ltd., fgn. | Real Estate Management & Development | 7,206,800 | 1,529,118 |
| Hemaraj Land and Development Public Co. Ltd., fgn. | Real Estate Management & Development | 29,653,100 | 848,013 |
| Kasikornbank Public Co. Ltd., fgn. | Commercial Banks | 2,251,200 | 6,230,258 |
| Kiatnakin Bank Public Co. Ltd., fgn. | Consumer Finance | 8,084,600 | 6,463,702 |
| Land and Houses Public Co. Ltd., fgn. | Real Estate Management & Development | 8,514,132 | 1,298,588 |
| PTT Exploration and Production Public Co. Ltd., fgn. | Oil, Gas & Consumable Fuels | 1,226,600 | 5,469,158 |
| PTT Public Co. Ltd., fgn. | Oil, Gas & Consumable Fuels | 578,000 | 4,372,325 |
| Siam Cement Public Co. Ltd., fgn. | Construction Materials | 415,120 | 3,497,629 |
| | | | 29,708,791 |

| | | | |
|---|------------------|-----------|----------------|
| Turkey 8.3% | | | |
| Akbank TAS | Commercial Banks | 3,936,307 | 19,505,238 |
| | Oil, Gas & | | |
| Tupras-Turkiye Petrol Rafinerileri AS | Consumable Fuels | 427,186 | 7,802,298 |
| | | | 27,307,536 |
| United Kingdom 2.2% | | | |
| ^a Anglo American PLC | Metals & Mining | 189,200 | 7,161,726 |
| Total Common Stocks (Cost \$187,522,132) | | | 272,620,399 |
| Preferred Stocks 16.5% | | | |
| Brazil 16.5% | | | |
| Banco Bradesco SA, ADR, pfd. | Commercial Banks | 686,644 | 11,219,763 |
| | Oil, Gas & | | |
| Petroleo Brasileiro SA, ADR, pfd. | Consumable Fuels | 670,320 | 20,759,810 |
| Vale SA, ADR, pfd., A | Metals & Mining | 966,300 | 22,273,215 |
| Total Preferred Stocks (Cost \$18,224,142) | | | 54,252,788 |
| Total Investments before Short Term Investments (Cost \$205,746,274) | | | 326,873,187 |
| Short Term Investments (Cost \$1,652,275) 0.5% | | | |
| Money Market Funds 0.5% | | | |
| United States 0.5% | | | |
| ^d Institutional Fiduciary Trust Money | | | |
| Market Portfolio, 0.00% | | 1,652,275 | 1,652,275 |
| Total Investments (Cost \$207,398,549) | | | 328,525,462 |
| 100.1% | | | (371,072) |
| Other Assets, less Liabilities (0.1)% | | | |
| Net Assets 100.0% | | | \$ 328,154,390 |

^a Non-income producing.

^b See Note 4 regarding other considerations.

- c Rounds to less than 0.1% of net assets.
- d The Institutional Fiduciary Trust Money Market Portfolio is managed by an affiliate of the Fund's investment manager. The rate shown is the annualized seven-day yield at period end.

Templeton Emerging Markets Fund

Statement of Investments, May 31, 2010 (unaudited) (continued)

ABBREVIATIONS

Selected Portfolio

ADR American Depository Receipt

Templeton Emerging Markets Fund

Notes to Statement of Investments (unaudited)

1. ORGANIZATION

Templeton Emerging Markets Fund (Fund) is registered under the Investment Company Act of 1940, as amended, as a closed-end investment company.

2. FINANCIAL INSTRUMENT VALUATION

The Fund values its investments in securities and other assets and liabilities carried at fair value daily. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date.

Under procedures approved by the Fund's Board of Trustees, the Fund may utilize independent pricing services, quotations from securities and financial instrument dealers, and other market sources to determine fair value.

Equity and other securities listed on a securities exchange or on the NASDAQ National Market System are valued at the last quoted sale price or the official closing price of the day, respectively. Foreign equity securities are valued as of the close of trading on the foreign stock exchange on which the security is primarily traded, or the NYSE, whichever is earlier. Over-the-counter securities and listed securities for which there is no reported sale are valued within the range of the most recent quoted bid and ask prices. Securities that trade in multiple markets or on multiple exchanges are valued according to the broadest and most representative market. Certain equity securities may be valued utilizing a market-based approach in which the fundamental characteristics or relationships to similar securities are used to determine the fair value of the security held.

Additionally, for certain equity securities, the Fund's pricing services use multiple valuation techniques to determine fair value. In instances where sufficient market activity exists, the pricing services utilize a market-based approach through which quotes from market makers are used to determine fair value. In other instances, the pricing services utilize proprietary valuation models to develop an income-based valuation which may consider characteristics such as credit risk, yield spreads, benchmark quotes and other unique security features in order to estimate the relevant cash flows which are then used to calculate the fair value.

The Fund has procedures to determine the fair value of investments for which market prices are not readily available or which may not be reliably priced. Under these procedures, the Fund primarily employs a market-based approach, which may use prices of recent transactions, various market multiples, book values, and other relevant information for the investment, related assets or liabilities or other comparable assets or liabilities to determine the fair value of the investment. In developing this fair value, the Fund may also give consideration to an income-based approach valuation, which considers anticipated future cash flows of the investment and converts those amounts into a net present value. Discounts may also be applied due to the nature or duration of any restrictions on the disposition of the investments. Due to the inherent uncertainty of valuations of such investments, the fair values may differ significantly from the values that would have been used had a ready market existed.

Trading in securities on foreign exchanges and over-the-counter markets may be completed before the daily close of business on the NYSE. Occasionally, events occur between the time at which trading in a foreign security is completed and the close of the NYSE that might call into question the availability (including the reliability) of the value of a foreign security held by the Fund. As a result, variances may arise between the value of the Fund's portfolio securities as determined at the foreign market close and the latest indications

of value at the close of the NYSE. In order to minimize the potential for these discrepancies, the investment manager monitors price movements following the close of trading in foreign stock markets through a series of country specific market proxies (such as baskets of American Depository Receipts, futures contracts and exchange traded funds). These price movements are measured against established trigger thresholds for each specific market proxy to assist in determining if an event has occurred that may call into question the reliability of the values of the foreign securities held by the Fund. If such an event occurs, the securities may be valued using fair value procedures, which may include the use of independent pricing services.

Investments in open-end mutual funds are valued at the closing net asset value.

3. INCOME TAXES

At May 31, 2010, the cost of investments and net unrealized appreciation (depreciation) for income tax purposes were as follows:

| | |
|--|----------------|
| Cost of investments | \$ 208,599,861 |
| Unrealized appreciation | \$ 143,136,489 |
| Unrealized depreciation | (23,210,888) |
| Net unrealized appreciation (depreciation) | \$ 119,925,601 |

4. OTHER CONSIDERATIONS

Officers, directors or employees of the Fund's Investment Manager, may serve from time to time as members of boards of directors of companies in which the Fund invests. Such participation may result in the possession by the Investment Manager of material non-public information which, pursuant to the Fund's policies and the requirements of applicable securities laws, could prevent the Fund from trading in the securities of such companies for limited or extended periods of time.

5. FAIR VALUE MEASUREMENTS

The Fund follows a fair value hierarchy that distinguishes between market data obtained from independent sources (observable inputs) and the Fund's own market assumptions (unobservable inputs). These inputs are used in determining the value of the Fund's investments and are summarized in the following fair value hierarchy:

Level 1 quoted prices in active markets for identical securities

Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speed, credit risk, etc.)

Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not an indication of the risk associated with investing in those securities.

At May 31, 2010, all of the Fund's investments in securities carried at fair value were in Level 1 inputs. For detailed country descriptions categories, see the accompanying Statement of Investments.

6. NEW ACCOUNTING PRONOUNCEMENTS

In January 2010, the Financial Accounting Standards Board issued an Accounting Standards Update (ASU) which enhances and clarifies existing fair value measurement disclosure requirements and is effective for interim and annual periods beginning after December 15, 2009. The Fund believes the adoption of this ASU will not have a material impact on its financial statements.

7. SUBSEQUENT EVENTS

The Fund has evaluated subsequent events through the issuance of the statement of investments and determined that no events have occurred that require disclosure.

For information on the Fund's policy regarding other significant accounting policies, please refer to the Fund's most recent semiannual or annual shareholder report.

Item 2. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures. The Registrant maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Registrant's filings under the Securities Exchange Act of 1934 and the Investment Company Act of 1940 is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission. Such information is accumulated and communicated to the Registrant's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. The Registrant's management, including the principal executive officer and the principal financial officer, recognizes that any set of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Within 90 days prior to the filing date of this Quarterly Schedule of Portfolio Holdings on Form N-Q, the Registrant had carried out an evaluation, under the supervision and with the participation of the Registrant's management, including the Registrant's principal executive officer and the Registrant's principal financial officer, of the effectiveness of the design and operation of the Registrant's disclosure controls and procedures. Based on such evaluation, the Registrant's principal executive officer and principal financial officer concluded that the Registrant's disclosure controls and procedures are effective.

(b) Changes in Internal Controls. There have been no significant changes in the Registrant's internal controls or in other factors that could significantly affect the internal controls subsequent to the date of their evaluation in connection with the preparation of this Quarterly Schedule of Portfolio Holdings on Form N-Q.

Item 3. Exhibits.

(a) Certification pursuant to Section 30a-2 under the Investment Company Act of 1940 of Laura F. Fergerson, Chief Executive Officer - Finance and Administration, and Mark H. Otani, Chief Financial Officer and Chief Accounting Officer.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Templeton Emerging Markets Fund

By /s/LAURA F. FERGERSON

Laura F. Ferguson

Chief Executive Officer

Finance and Administration

Date July 27, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/Laura F. Ferguson

Laura F. Ferguson

Chief Executive Officer

Finance and Administration

Date July 27, 2010

By /s/MARK H. OTANI

Mark H. Otani

Chief Financial Officer and

Chief Accounting Officer

Date July 27, 2010
