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TEMPLETON EMERGING MARKETS FUND
Form N-CSR
October 29, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-04985

TEMPLETON EMERGING MARKETS FUND

(Exact name of registrant as specified in charter)

500 EAST BROWARD BLVD., FORT LAUDERDALE, FL 33394-3091

(Address of principal executive offices) (Zip code)

MURRAY L. SIMPSON, 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: 8/31/04

ITEM 1. REPORTS TO STOCKHOLDERS

AUGUST 31, 2004

[GRAPHIC OMITTED]

ANNUAL REPORT

INTERNATIONAL

TEMPLETON
EMERGING MARKETS FUND

[LOGO OMITTED]
FRANKLIN (R) TEMPLETON (R)
INVESTMENTS

Franklin o TEMPLETON o Mutual Series

Franklin Templeton Investments

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GAIN FROM OUR PERSPECTIVE

Franklin Templeton's distinct multi-manager structure combines the specialized expertise of three world-class investment management groups--Franklin, Templeton and Mutual Series.

SPECIALIZED EXPERTISE

Each of our portfolio management groups operates autonomously, relying on its own research and staying true to the unique investment disciplines that underlie its success.

FRANKLIN. Founded in 1947, Franklin is a recognized leader in fixed income investing and also brings expertise in growth- and value-style U.S. equity investing.

TEMPLETON. Founded in 1940, Templeton pioneered international investing and, in 1954, launched what has become the industry's oldest global fund. Today, with research offices in over 25 countries, they offer investors the broadest global reach in the industry.

MUTUAL SERIES. Founded in 1949, Mutual Series is dedicated to a unique style of value investing, searching aggressively for opportunity among undervalued stocks, arbitrage situations and distressed companies.

TRUE DIVERSIFICATION

Because our management groups work independently and adhere to distinctly different investment approaches, Franklin, Templeton and Mutual Series funds typically have a low overlap of securities. That's why our funds can be used to build truly diversified portfolios covering every major asset class.

RELIABILITY YOU CAN TRUST

At Franklin Templeton Investments, we seek to consistently provide investors with exceptional risk-adjusted returns over the long term, as well as the reliable account services that have helped us become one of the most trusted names in financial services.

MUTUAL FUNDS | RETIREMENT PLANS | 529 COLLEGE SAVINGS PLANS | SEPARATE ACCOUNTS

[GRAPHIC OMITTED]

Not part of the annual report

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Annual Report

TEMPLETON EMERGING MARKETS FUND

YOUR FUND'S GOAL AND MAIN INVESTMENTS: Templeton Emerging Markets Fund seeks long-term capital appreciation by investing, under normal market conditions, at least 80% of its net assets in emerging country equity securities.

[GRAPHIC OMITTED]

EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC AS FOLLOWS:

Geographic Distribution

Based on Total Net Assets as of 8/31/04

Asia	55.9%
Europe	19.9%
Latin America	11.8%
Middle East & Africa	10.9%
Short-Term Investments & Other Net Assets	1.5%

Dear Shareholder:

We are pleased to bring you Templeton Emerging Markets Fund's annual report for the fiscal year ended August 31, 2004.

THE DOLLAR VALUE, NUMBER OF SHARES OR PRINCIPAL AMOUNT, AND NAMES OF ALL PORTFOLIO HOLDINGS ARE LISTED IN THE FUND'S STATEMENT OF INVESTMENTS (SOI). THE SOI BEGINS ON PAGE 9.

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PERFORMANCE OVERVIEW

For the 12 months ended August 31, 2004, Templeton Emerging Markets Fund

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delivered cumulative total returns of +22.62% based on market price and +26.27% based on net asset value. The Morgan Stanley Capital International (MSCI) Emerging Markets (EM) Index posted a 20.50% cumulative total return for the same period. ¹ In line with our investment strategy, we are pleased with our relative long-term results, which you will find in the Performance Summary on page 6. For example, for the 10-year period ended August 31, 2004, the Fund delivered cumulative total returns of +42.23% based on market price and +57.97% based on net asset value, compared with the MSCI EM Index's -3.40% cumulative total return for the same period. ¹ Please note that index performance information is provided for reference and that we do not attempt to track the index, but rather undertake investments on the basis of fundamental research.

ECONOMIC AND MARKET OVERVIEW

During the first half of the reporting period, emerging markets recorded strong performance, reflecting investors' optimism. However, concerns about a hard landing for China's economy, high oil prices and the possibility of rising U.S. interest rates adversely impacted investor confidence. Thus, despite the continuation of generally positive economic and political developments, many emerging markets lost some of their gains in the second half of the reporting period.

The accession of 10 countries into the European Union (EU) in May 2004 expanded the bloc to 25 countries and a cumulative population of 450 million people. Despite some short-term political instability in the Czech Republic, Hungary and Poland, most eastern European markets continued on an upward trend as many governments there implemented legislation in line with EU standards and experienced positive macroeconomic developments.

In an effort to ensure a soft economic landing, China's government implemented credit-tightening policies and imposed investment limitations targeted at sectors that have experienced what some consider over-investment, including steel, property, cement and aluminum. During the past few months, signs of a gradual cooldown became evident. As a result of their proximity to China, other Asian markets were affected to a greater extent than their emerging markets counterparts, and with China a major export destination for most Asian markets, concerns about the possible repercussions of China's slowing economy led investors to adopt a more cautious stance than earlier in the reporting period.

1. Source: Standard & Poor's Micropal. The MSCI EM Index is a free float-adjusted, market capitalization-weighted index designed to measure equity market performance in global emerging markets. The index is unmanaged and includes reinvested dividends. One cannot invest directly in an index, nor is an index representative of the Fund's portfolio. Past performance does not guarantee future results.

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Latin American markets performed strongly during the period as some governments focused on implementing reforms and developing regional and international trade relations. Brazilian president Luiz Inacio Lula da Silva and Argentine president Nestor Kirchner visited China to discuss economic ties and a free-trade agreement with the Mercosur trade bloc (comprising Argentina, Brazil, Paraguay, Uruguay, and associate members Bolivia, Chile and Peru).

In South Africa, the African National Congress (ANC) emerged victorious in April's general elections, giving it a majority in parliament. In line with his party's overwhelming victory, President Thabo Mbeki was formally re-elected for a second term in office. The New National Party (NNP) that ruled the country during four decades of apartheid dissolved itself due to lack of voter support.

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Party members will be able to join any party they choose, with the NNP leadership encouraging them to join the ANC. Tito Mboweni continued as the central bank governor, a situation that many viewed as a positive sign of no change to the country's monetary policies. South Africa's successful bid to host soccer's 2010 World Cup has the potential to create more than 120,000 jobs and contribute US\$2.8 billion to the country's economy.

INVESTMENT STRATEGY

Our investment strategy employs a bottom-up, value-oriented, long-term approach. We focus on the market price of a company's securities relative to our evaluation of the company's long-term earnings, asset value and cash flow potential. As we look for investments, we focus on specific companies and undertake in-depth research to construct an action list from which we make our buy decisions. Before we make a purchase, we generally look at the company's potential for earnings and growth over a five-year horizon. During our analysis, we also consider the company's position in its sector, the economic framework and political environment.

MANAGER'S DISCUSSION

During the 12 months under review, the Fund's underweighted positions, relative to the MSCI EM Index, in Taiwan and South Korea, as well as the Fund's positions in Singapore and Austria, which are not included in the index, helped performance. However, the Fund's underweighted position in Brazil, and our lack of exposure to Chile, where we had no holdings due mainly to what we believed was poor market liquidity and expensive valuations, hindered relative performance.

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By industry, the Fund's overweighted positions in the energy, food, beverages and tobacco sectors, as well as its underweighted position in the semiconductors and semiconductor equipment sector, yielded the greatest contributions relative to the MSCI EM Index during the period. The strongest individual contributors were SK Corp. and SABMiller, as both stocks performed strongly. In addition, our decision not to invest in YUKOS and Taiwan Semiconductor Manufacturing also helped performance relative to the index as these stocks performed poorly during the period. The most significant hindrance to performance was the Fund's underweighted exposure to the materials sector where our concerns over the sustainability of high commodity prices led us to adopt a more cautious stance toward investing in stocks from this sector.

During the 12 months under review, we increased the Fund's holdings in Asia and Europe, while reducing Latin American and South African exposure. Key purchases included South Korea's Samsung Electronics, one of the world's largest electronics manufacturers; China's China Mobile, the world's largest mobile phone operator; Micro-Star International, one of Taiwan's largest motherboard makers; and Resorts World, which operates the only casino in Malaysia. We undertook selective sales as price targets were reached among our holdings in such countries as Indonesia, Singapore and Thailand.

European investments during the period included Belgium's Interbrew, one of the world's oldest beer companies with operations in more than 20 countries; Telefonica, a Spanish telecommunications services provider to European and Latin American markets; Telekomunikacja Polska, a dominant integrated telecommunications services provider in Poland; HSBC Holdings, a U.K.-based global banking

TOP 10 COUNTRIES

Based on Equity Investments as of 8/31/04

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	% OF TOTAL NET ASSETS
South Korea	15.9%
Taiwan	12.9%
China	10.8%
South Africa	10.6%
Brazil	6.3%
Singapore	5.8%
Mexico	5.0%
Hong Kong	4.1%
Hungary	3.1%
Poland	3.0%

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group with significant businesses in emerging markets; and Titan Cement, one of the two major players in the Greek cement industry. In Latin America and South Africa, key sales included Cemex and Barloworld, respectively, as the Fund realized gains after the regions' strong performances.

We thank you for your interest in Templeton Emerging Markets Fund and look forward to serving your future investment needs.

Sincerely,

[PHOTO OMITTED]
/S/Mark Mobius

Mark Mobius
President and Chief Executive Officer -
Investment Management
Templeton Emerging Markets Fund

THE FOREGOING INFORMATION REFLECTS OUR ANALYSIS, OPINIONS AND PORTFOLIO HOLDINGS AS OF AUGUST 31, 2004, THE END OF THE REPORTING PERIOD. THE WAY WE IMPLEMENT OUR MAIN INVESTMENT STRATEGIES AND THE RESULTING PORTFOLIO HOLDINGS MAY CHANGE DEPENDING ON FACTORS SUCH AS MARKET AND ECONOMIC CONDITIONS. THESE OPINIONS MAY NOT BE RELIED UPON AS INVESTMENT ADVICE OR AN OFFER FOR A PARTICULAR SECURITY. THE INFORMATION IS NOT A COMPLETE ANALYSIS OF EVERY ASPECT OF ANY MARKET, COUNTRY, INDUSTRY, SECURITY OR THE FUND. STATEMENTS OF FACT ARE FROM SOURCES CONSIDERED RELIABLE, BUT THE INVESTMENT MANAGER MAKES NO REPRESENTATION OR WARRANTY AS TO THEIR COMPLETENESS OR ACCURACY. ALTHOUGH HISTORICAL PERFORMANCE IS NO GUARANTEE OF FUTURE RESULTS, THESE INSIGHTS MAY HELP YOU UNDERSTAND OUR INVESTMENT MANAGEMENT PHILOSOPHY.

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TOP 10 HOLDINGS

8/31/04

COMPANY SECTOR/INDUSTRY, COUNTRY	% OF TOTAL NET ASSETS
Anglo American PLC METALS & MINING, SOUTH AFRICA	3.1%
China Mobile (Hong Kong) Ltd. WIRELESS TELECOMMUNICATION SERVICES, CHINA	2.7%
SABMiller PLC BEVERAGES, SOUTH AFRICA	2.4%
Samsung Electronics Co. Ltd. SEMICONDUCTORS & SEMICONDUCTOR EQUIPMENT, SOUTH KOREA	2.3%
Telefonos de Mexico SA de CV (Telmex), L, ADR DIVERSIFIED TELECOMMUNICATION SERVICES, MEXICO	2.3%
Rengro Ltd. DIVERSIFIED FINANCIAL SERVICES, SOUTH AFRICA	2.1%
Kimberly Clark de Mexico SA de CV, A HOUSEHOLD PRODUCTS, MEXICO	2.0%
Interbrew BEVERAGES, BELGIUM	2.0%
Taiwan Cellular Corp. WIRELESS TELECOMMUNICATION SERVICES, TAIWAN	1.9%
Cia De Bebidas Das Americas (Ambev), ADR, pfd. BEVERAGES, BRAZIL	1.9%

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PERFORMANCE SUMMARY AS OF 8/31/04

Your dividend income will vary depending on dividends or interest paid by securities in the Fund's portfolio, adjusted for operating expenses. Capital gain distributions are net profits realized from the sale of portfolio securities. Total return reflects the Fund's dividend income, capital gain distributions, if any, and any unrealized gains or losses. All total returns include reinvested distributions according to the terms specified in the Fund's dividend reinvestment and cash purchase plan and do not reflect any sales charges paid at inception or brokerage commissions paid on secondary market purchases. The performance table does not reflect any taxes due on Fund dividends, capital gain distributions, if any, or any realized gains on the sale of Fund shares.

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PRICE AND DISTRIBUTION INFORMATION

	CHANGE	8/31/04	8/31/03
Net Asset Value (NAV)	+\$2.58	\$13.40	\$10.82
Market Price (NYSE)	+\$2.40	\$14.24	\$11.84
DISTRIBUTIONS (9/1/03-8/31/04)			
Dividend Income		\$0.2319	

PERFORMANCE

	1-YEAR	5-YEAR	10-YEAR
Cumulative Total Return 1			
Based on change in NAV	+26.27%	+24.73%	+57.12%
Based on change in market price	+22.62%	+25.51%	+42.81%
Average Annual Total Return 1			
Based on change in NAV	+26.27%	+4.52%	+4.31%
Based on change in market price	+22.62%	+4.65%	+3.81%

PERFORMANCE DATA QUOTED REPRESENTS PAST PERFORMANCE, WHICH DOES NOT GUARANTEE FUTURE RESULTS. INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE, AND YOU MAY HAVE A GAIN OR LOSS WHEN YOU SELL YOUR SHARES. CURRENT PERFORMANCE MAY DIFFER FROM FIGURES SHOWN.

FOR MORE CURRENT PERFORMANCE, CALL FRANKLIN TEMPLETON INVESTMENTS AT 1-800/342-5236.

ENDNOTES

SPECIAL RISKS ARE ASSOCIATED WITH FOREIGN INVESTING, INCLUDING CURRENCY VOLATILITY, ECONOMIC INSTABILITY AND SOCIAL AND POLITICAL DEVELOPMENTS OF COUNTRIES WHERE THE FUND INVESTS. EMERGING MARKETS INVOLVE HEIGHTENED RISKS RELATED TO THE SAME FACTORS, IN ADDITION TO THOSE ASSOCIATED WITH THEIR RELATIVELY SMALL SIZE AND LESSER LIQUIDITY.

1. Total return calculations represent the cumulative and average annual changes in value of an investment over the periods indicated.

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IMPORTANT NOTICE TO SHAREHOLDERS

SHARE REPURCHASE PROGRAM

The Fund's Board previously authorized management to implement an open-market share repurchase program pursuant to which the Fund may purchase Fund shares, from time to time, in open-market transactions, at the discretion of management. This authorization remains in effect.

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TEMPLETON EMERGING MARKETS FUND

FINANCIAL HIGHLIGHTS

	2004	2003	2002
PER SHARE OPERATING PERFORMANCE (for a share outstanding throughout the year)			
Net asset value, beginning of year	\$10.82	\$8.76	\$
Income from investment operations:			
Net investment income a22	.18	(
Net realized and unrealized gains (losses)	2.59	2.03	(
Total from investment operations	2.81	2.21	(
Less distributions from:			
Net investment income	(.23)	(.15)	(
Net realized gains	--	--	(
Total distributions	(.23)	(.15)	(
Net asset value, end of year	\$13.40	\$10.82	\$
Market value, end of year b	\$14.24	\$11.84	\$
Total return (based on market value per share) c	22.62%	(50.83)%	(2.
RATIOS/SUPPLEMENTAL DATA			
Net assets, end of year (000's)	\$236,848	\$191,076	\$154
Ratios to average net assets:			
Expenses	1.63%	1.84%	1
Net investment income	1.70%	1.94%	1
Portfolio turnover rate	67.63%	48.69%	65

aBased on average daily shares outstanding.

bBased on the last sale on the New York Stock Exchange.

cTotal return is not annualized for periods less than one year.

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Templeton Emerging Markets Fund

STATEMENT OF INVESTMENTS, AUGUST 31, 2004

	INDUSTRY	SHARES/WARR
COMMON STOCKS 94.1%		
ARGENTINA .5%		
Tenaris SA, ADR	Energy Equipment & Services	
AUSTRIA 2.7%		
Bank Austria Creditanstalt	Commercial Banks	
OMV AG	Oil & Gas	
BELGIUM 2.0%		
Inbev	Beverages	
BRAZIL 1.9%		
Centrais Eletricas Brasileiras SA	Electric Utilities	67
Embraer-Empresa Brasileira De Aeronautica SA	Aerospace & Defense	
Souza Cruz SA	Tobacco	
Unibanco Uniao de Bancos Brasileiros SA, GDR	Commercial Banks	
CHINA 10.8%		
Aluminum Corp. of China Ltd., H	Metals & Mining	2
Anhui Conch Cement Co. Ltd.	Construction Materials	
Beijing Enterprises Holdings Ltd.	Industrial Conglomerates	
China Mobile (Hong Kong) Ltd.,	Wireless Telecommunication Services	2
China Petroleum & Chemical Corp., H	Oil & Gas	3
China Resources Enterprise Ltd.	Distributors	1
China Telecom Corp. Ltd., H	Diversified Telecommunication Services	2
China Travel International Investment Hong Kong Ltd.	Hotels Restaurants & Leisure	5
a China Travel Investment HK Ltd., wts., 5/31/06	Hotels Restaurants & Leisure	1
Citic Pacific Ltd.	Industrial Conglomerates	1
Huadian Power International Corp. Ltd., H	Electric Utilities	4
Lenovo Group Ltd., H	Computers & Peripherals	7
PetroChina Co. Ltd., H	Oil & Gas	3
Shanghai Industrial Holdings Ltd.	Industrial Conglomerates	
TCL International Holdings Inc.	Household Durables	1
Tingyi (Cayman Islands) Holding Corp.	Food Products	
Travelsky Technology Ltd., H	IT Services	1
CROATIA .7%		

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Pliva D D, GDR, Reg S	Pharmaceuticals
CZECH REPUBLIC .4%	
Cesky Telecom AS	Diversified Telecommunication Services
GREECE 1.6%	
Hellenic Telecommunications	
Organization SA (OTE)	Diversified Telecommunication Services
Titan Cement Co.	Construction Materials

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Templeton Emerging Markets Fund

STATEMENT OF INVESTMENTS, AUGUST 31, 2004 (CONTINUED)

	INDUSTRY	SHARES/WARR

COMMON STOCKS (CONT.)		
HONG KONG 4.1%		
Cheung Kong Holdings Ltd.	Real Estate	
Cheung Kong Infrastructure Holdings Ltd. ..	Construction Materials	
Dairy Farm International		
Holdings Ltd.	Food & Staples Retailing	
Denway Motors Ltd.	Automobiles	1
Guoco Group Ltd.	Diversified Financial Services	
Hang Lung Group Ltd.	Real Estate	
Henderson Investment Ltd.	Real Estate	
MTR Corp. Ltd.	Road & Rail	
HUNGARY 3.1%		
Egis RT	Pharmaceuticals	
Gedeon Richter Ltd.	Pharmaceuticals	
Matav RT	Diversified Telecommunication Services	
MOL Magyar Olaj-Es Gazipari RT	Oil & Gas	
INDIA 2.9%		
Gail (India) Ltd.	Gas Utilities	
Hindustan Lever Ltd.	Household Products	
Hindustan Petroleum Corp. Ltd.	Oil & Gas	
Shipping Corp. of India Ltd.	Marine	
Tata Iron & Steel Co. Ltd.	Metals & Mining	
Tata Tea Ltd.	Food Products	
INDONESIA .1%		
PT Perusahaan Gas Negara	Gas Utilities	1

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PT Perusahaan Gas Negara, 144A	Gas Utilities	
ISRAEL .3%		
a Check Point Software Technologies Ltd.	Software	
MALAYSIA 2.0%		
Golden Hope Plantations Bhd.	Food Products	
Kuala Lumpur Kepong Bhd.	Food Products	
Resorts World Bhd.	Hotels Restaurants & Leisure	
SIME Darby Bhd.	Industrial Conglomerates	
Southern Bank Bhd., fgn.	Commercial Banks	
SP Setia Bhd.	Real Estate	
Tanjong PLC	Hotels Restaurants & Leisure	
YTL Corp Bhd.	Electric Utilities	
YTL Power International Bhd.	Water Utilities	1
MEXICO 5.0%		
Fomento Economico Mexicano SA de CV		
Femsa, ADR	Beverages	
Kimberly Clark de Mexico SA de CV, A	Household Products	1

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Templeton Emerging Markets Fund

STATEMENT OF INVESTMENTS, AUGUST 31, 2004 (CONTINUED)

		INDUSTRY	SHARES/WARR

COMMON STOCKS (CONT.)			
MEXICO (CONT.)			
Telefonos de Mexico SA de CV			
(Telmex), L, ADR	Diversified Telecommunication Services		
PHILIPPINES .9%			
San Miguel Corp., B	Beverages		1
POLAND 3.0%			
Bank Pekao SA	Commercial Banks		
a BRE Bank SA	Commercial Banks		
Polski Koncern Naftowy Orlen SA	Oil & Gas		
Telekomunikacja Polska SA	Diversified Telecommunication Services		
RUSSIA 1.1%			
a Avtovaz, GDR	Automobiles		
Lukoil Holdings, ADR	Oil & Gas		

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SINGAPORE 5.8%

Comfortdelgro Corp. Ltd.	Road & Rail	1
Fraser & Neave Ltd.	Beverages	
Keppel Corp. Ltd.	Industrial Conglomerates	
Singapore Press Holdings Ltd.	Media	
Singapore Technologies Engineering Ltd. ...	Aerospace & Defense	
Singapore Telecommunications Ltd.	Diversified Telecommunication Services	2

SOUTH AFRICA 10.6%

a Anglo American PLC	Metals & Mining	
Liberty Group Ltd.	Insurance	
Nampak Ltd.	Containers & Packaging	
Nedcor Ltd.	Commercial Banks	
Nedcor Ltd., 144A	Commercial Banks	
Old Mutual PLC	Insurance	
Remgro Ltd.	Diversified Financial Services	
SABMiller PLC	Beverages	
Sappi Ltd.	Paper & Forest Products	
Sasol Ltd.	Oil & Gas	

SOUTH KOREA 15.9%

CJ Corp.	Food Products	
Daewoo Shipbuilding & Marine Engineering Co. Ltd.	Machinery	
Dong-A Pharmaceutical Co. Ltd.	Pharmaceuticals	
Hite Brewery Co. Ltd.	Beverages	
Hyundai Autonet Co.	Auto Components	
Hyundai Development Co.	Construction & Engineering	

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Templeton Emerging Markets Fund

STATEMENT OF INVESTMENTS, AUGUST 31, 2004 (CONTINUED)

	INDUSTRY	SHARES/WARR
COMMON STOCKS (CONT.)		
SOUTH KOREA (CONT.)		
Kangwon Land Inc.	Hotels Restaurants & Leisure	
Korea Electric Power Corp.	Electric Utilities	
Korea Gas Corp.	Gas Utilities	
KT Corp.	Diversified Telecommunication Services	
LG Chem Ltd.	Chemicals	
LG Electronics Inc.	Household Durables	
LG Household & Health Care Ltd.	Household Products	
LG International Corp.	Trading Companies & Distributors	
LG Petrochemical Co. Ltd.	Chemicals	

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POSCO		Metals & Mining	
Samsung Electronics Co. Ltd.	Semiconductors & Semiconductor Equipment		
Samsung Fine Chemicals Co. Ltd.		Chemicals	
Samsung Heavy Industries Co. Ltd.		Machinery	
SK Corp.		Oil & Gas	
SK Telecom Co. Ltd.	Wireless Telecommunication Services		
SPAIN 1.4%			
Telefonica SA	Diversified Telecommunication Services		
SWEDEEN .1%			
a Oriflame Cosmetics, IDR		Personal Products	
TAIWAN 12.9%			
Acer Inc.		Computers & Peripherals	1
Cheng Shin Rubber Industry Co. Ltd.		Auto Components	
Chinatrust Financial Holding Co. Ltd.		Commercial Banks	1
Chunghwa Telecom Co. Ltd.	Diversified Telecommunication Services		1
D-Link Corp.		Communications Equipment	1
Delta Electronics Inc.		Electronic Equipment & Instruments	2
a Elan Microelectronics Corp.	Semiconductors & Semiconductor Equipment		1
Kinpo Electronics Inc.		Office Electronics	
Lite-on Technology Corp.		Computers & Peripherals	2
Media Tek Inc.	Semiconductors & Semiconductor Equipment		
Mega Financial Holdings Co. Ltd.		Commercial Banks	3
Micro-Star International Co. Ltd.		Computers & Peripherals	1
Premier Image Technology Corp.		Leisure Equipment & Products	
President Chain Store Corp.		Food & Staples Retailing	
Princeton Technology Corp.	Semiconductors & Semiconductor Equipment		
Siliconware Precision Industries Co. Ltd.	Semiconductors & Semiconductor Equipment		1
Sunplus Technology Co. Ltd.	Semiconductors & Semiconductor Equipment		
Synnex Technology International Corp.		Electronic Equipment & Instruments	
Taiwan Cellular Corp.		Wireless Telecommunication Services	4
Tsann Kuen Enterprise Co. Ltd.		Household Durables	
UNI-President Enterprises Corp.		Food Products	5
Yuanta Core Pacific Securities Co.		Capital Markets	2

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Templeton Emerging Markets Fund

STATEMENT OF INVESTMENTS, AUGUST 31, 2004 (CONTINUED)

	INDUSTRY		SHARES/WARR
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COMMON STOCKS (CONT.)

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THAILAND .5%		
BEC World Public Co. Ltd., fgn.	Media	1
Delta Electronics (Thailand) Public Co. Ltd., fgn.	Electronic Equipment & Instruments	
Land and House Public Co. Ltd., fgn.	Household Durables	
a Thai Military Bank Public Co. Ltd., fgn. .	Commercial Banks	6
a True Corp. PCL, rts., 3/28/08	Diversified Telecommunication Services	
TURKEY 2.4%		
a Arcelik AS, Br.	Household Durables	455
Migros Turk T.A.S.	Food & Staples Retailing	344
Tupras-Turkiye Petrol Rafineleri AS	Oil & Gas	178
UNITED KINGDOM 1.4%		
HSBC Holdings PLC	Commercial Banks	
TOTAL COMMON STOCKS (COST \$186,164,573)		
PREFERRED STOCKS 4.4%		
BRAZIL 4.4%		
Banco Bradesco SA, ADR, pfd.	Commercial Banks	
Cia De Bebidas Das Americas (Ambev), ADR, pfd.	Beverages	
Cia Vale do Rio Doce, ADR, A, pfd.	Metals & Mining	
Petroleo Brasileiro SA, ADR, pfd.	Oil & Gas	
TOTAL PREFERRED STOCKS (COST \$9,975,463)		
SHORT TERM INVESTMENTS (COST \$3,443,028) 1.5%		
MONEY FUND		
b Franklin Institutional Fiduciary Trust Money Market Portfolio		3
TOTAL INVESTMENTS (COST \$199,583,064)		
100.0%		
OTHER ASSETS, LESS LIABILITIES		
NET ASSETS 100.0%		

aNon-income producing.

bSee Note 7 regarding investments in the Franklin Institutional Fiduciary Trust Money Market Portfolio.

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Templeton Emerging Markets Fund

FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES

August 31, 2004

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Assets:

Investments in securities:	
Cost - Unaffiliated issuers	\$ 196,140,036
Cost - Sweep money fund (Note 7)	3,443,028
	=====
Value - Unaffiliated issuers	233,397,606
Value - Sweep money fund (Note 7)	3,443,028
Foreign currency, at value (cost \$57,548)	53,960
Receivables:	
Investment securities sold	1,297,277
Dividends	1,025,070

Total assets	239,216,941

Liabilities:

Payables:	
Investment securities purchased	1,915,203
Affiliates	272,782
Other liabilities	180,845

Total liabilities	2,368,830

Net assets, at value	\$ 236,848,111
	=====

Net assets consist of:

Undistributed net investment income	\$ 709,318
Net unrealized appreciation (depreciation)	37,252,772
Accumulated net realized gain (loss)	(6,191,915)
Capital shares	205,077,936

Net assets, at value	\$ 236,848,111

Shares outstanding	17,680,325

Net asset value per share	\$13.40
	=====

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Templeton Emerging Markets Fund

FINANCIAL STATEMENTS (CONTINUED)

STATEMENT OF OPERATIONS

For the year ended August 31, 2004

Investment income:

(net of foreign taxes of \$860,519)

Dividends:

Unaffiliated issuers	\$ 7,484,993
Sweep money fund (Note 7)	54,891
Interest	3,459

Total investment income	7,543,343

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Expenses:	
Management fees (Note 3)	2,809,265
Administrative fees (Note 3)	340,007
Transfer agent fees	89,900
Custodian fees (Note 4)	248,153
Reports to shareholders	44,200
Registration and filing fees	29,200
Professional fees	93,800
Trustees' fees and expenses	34,100
Other	11,700

Total expenses	3,700,325
Expense reductions (Note 4)	(364)

Net expenses	3,699,961

Net investment income	3,843,382

Realized and unrealized gains (losses):	
Net realized gain (loss) from:	
Investments (net of foreign taxes of \$1,429,984) (Note 1f)	35,687,643
Foreign currency transactions	(145,253)

Net realized gain (loss)	35,542,390
Net unrealized appreciation (depreciation) on:	
Investments	9,727,744
Translation of assets and liabilities denominated in foreign currencies	2,914
Deferred taxes (Note 1f)	466,749

Net unrealized appreciation (depreciation)	10,197,407

Net realized and unrealized gain (loss)	45,739,797

Net increase (decrease) in net assets resulting from operations	\$ 49,583,179
	=====

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Templeton Emerging Markets Fund

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF CHANGES IN NET ASSETS
For the years ended August 31, 2004 and 2003

Increase (decrease) in net assets:
Operations:

Net investment income	\$ 3,84
Net realized gain (loss) from investments and foreign currency transactions	35,54
Net unrealized appreciation (depreciation) on investments, translation of assets and liabilities denominated in foreign currencies, and deferred taxes	10,19

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Net increase (decrease) in net assets resulting from operations	49,58
Distributions to shareholders from net investment income	(4,09)
Capital share transactions (Note 2)	28
<hr/>	
Net increase (decrease) in net assets	45,77
Net assets:	
Beginning of year	191,07
<hr/>	
End of year	\$ 236,84
<hr/>	
Undistributed net investment income included in net assets:	
End of year	\$ 70
<hr/>	

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Templeton Emerging Markets Fund

NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Templeton Emerging Markets Fund (the Fund) is registered under the Investment Company Act of 1940 as a closed-end, diversified investment company. The Fund seeks long-term capital appreciation by investing at least 80% of its net assets in emerging country equity securities. The following summarizes the Fund's significant accounting policies.

A. SECURITY VALUATION

Securities listed or traded on a recognized national exchange are valued at the last reported sales price. Securities listed or traded on NASDAQ are valued at their official closing price. Other over-the-counter securities and listed securities for which no sale is reported are valued within the range of the latest quoted bid and asked prices by independent pricing services or recognized dealers in such securities. Foreign securities are valued at the close of trading of the foreign exchange or the NYSE, whichever is earlier. If events occur that materially affect the values of securities after the prices or foreign exchange rates are determined, but prior to 4:00 p.m. Eastern time or the close of trading on the NYSE, whichever is earlier, or if market quotations are deemed not readily available or reliable, the securities will be valued at fair value. Investments in open-end mutual funds are valued at the closing net asset value. All security valuation procedures are approved by the Board of Trustees.

B. FOREIGN CURRENCY TRANSLATION

Portfolio securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the exchange rate of such currencies against U.S. dollars on the date of valuation. Purchases and sales of securities, income and expense items denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect on the transaction date.

The Fund does not separately report the effect of changes in foreign exchange rates from changes in market prices on securities held. Such changes are included in net realized and unrealized gain or loss from investments.

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Realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions and the difference between the recorded amounts of dividends, interest, and foreign withholding taxes and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in foreign exchange rates on foreign denominated assets and liabilities other than investments in securities held at the end of the reporting period.

C. FOREIGN CURRENCY CONTRACTS

When the Fund purchases or sells foreign securities it may enter into foreign exchange contracts to minimize foreign exchange risk from the trade date to the settlement date of the transactions. A foreign exchange contract is an agreement between two parties to exchange different currencies at an

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Templeton Emerging Markets Fund

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

C. FOREIGN CURRENCY CONTRACTS (CONTINUED)

agreed upon exchange rate on a specified date. Realized and unrealized gains and losses are included in the Statement of Operations.

The risks of these contracts include movement in the values of the foreign currencies relative to the U.S. dollar and the possible inability of the counterparties to fulfill their obligations under the contracts.

D. INCOME TAXES

No provision has been made for income taxes because the Fund's policy is to qualify as a regulated investment company under the Internal Revenue Code and to distribute substantially all of its taxable income. Fund distributions to shareholders are determined on a tax basis and may differ from net investment income and realized gains for financial reporting purposes.

E. SECURITY TRANSACTIONS, INVESTMENT INCOME, EXPENSES AND DISTRIBUTIONS

Security transactions are accounted for on trade date. Realized gains and losses on security transactions are determined on a specific identification basis. Certain income from foreign securities is recorded as soon as information is available. Interest income and estimated expenses are accrued daily. Dividend income and distributions to shareholders are recorded on the ex-dividend date.

F. DEFERRED TAXES

The Fund is subject to a tax imposed on net realized gains of securities of certain foreign countries. The Fund records an estimated deferred tax liability for net unrealized gains on these securities as reflected in the accompanying financial statements.

G. ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make

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estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the amounts of income and expense during the reporting period. Actual results could differ from those estimates.

H. GUARANTEES AND INDEMNIFICATIONS

Under the Fund's organizational documents, its officers and trustees are indemnified against certain liability arising out of the performance of their duties to the Fund. Additionally, in the normal course of business, the Fund enters into contracts with service providers that contain general indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, based on experience, the Fund expects the risk of loss to be remote.

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Templeton Emerging Markets Fund

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

2. SHARES OF BENEFICIAL INTEREST

The Board of the Fund previously authorized an open-market share repurchase program pursuant to which the Fund may purchase, from time to time, Fund shares in open-market transactions, at the discretion of management. This authorization remains in effect.

At August 31, 2004, there were an unlimited number of shares authorized (without par value). During the year ended August 31, 2004, 23,888 shares were issued for \$284,125 from reinvested distributions. During the year ended August 31, 2003, there were no share transactions; all reinvested distributions were satisfied with previously issued shares purchased in the open market.

3. TRANSACTIONS WITH AFFILIATES

Certain officers of the Fund are also officers or trustees of the following entities:

ENTITY	AFFILIATION
Templeton Asset Management Ltd. (TAML)	Investment manager
Franklin Templeton Services, LLC (FT Services)	Administrative manager

A. MANAGEMENT FEES

The Fund pays an investment management fee to TAML based on the Fund's average daily net assets as follows:

ANNUALIZED FEE RATE	NET ASSETS
1.250%	First \$1 billion
1.200%	Over \$1 billion, up to and including \$5 billion
1.150%	Over \$5 billion, up to and including \$10 billion
1.100%	Over \$10 billion, up to and including \$15 billion

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1.050%	Over \$15 billion, up to and including \$20 billion
1.000%	Over \$20 billion

Prior to June 1, 2004, the Fund paid an investment management fee to TAML of 1.25% per year of the daily net assets of the Fund.

B. ADMINISTRATIVE FEES

The Fund pays an administrative fee to FT Services of 0.15% per year based on the Fund's average daily net assets.

4. EXPENSE OFFSET ARRANGEMENT

The Fund has entered into an arrangement with its custodian whereby credits realized as a result of uninvested cash balances are used to reduce a portion of the Fund's custodian expenses. During the year ended August 31, 2004, the custodian fees were reduced as noted in the Statement of Operations.

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Templeton Emerging Markets Fund

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

5. INCOME TAXES

At August 31, 2004, the Fund had tax basis capital losses of \$5,657,930 which may be carried over to offset future capital gains. Such losses expire in 2011.

At August 31, 2004, the Fund had deferred currency losses occurring subsequent to October 31, 2003 of \$113,002. For tax purposes, such losses will be reflected in the year ending August 31, 2005.

At August 31, 2004, the cost of investments, net unrealized appreciation (depreciation), and undistributed ordinary income based on the cost of investments for income tax purposes were as follows:

Cost of investments	\$ 202,558,334

Unrealized appreciation	\$ 41,225,486
Unrealized depreciation	(6,943,186)

Net unrealized appreciation (depreciation)	\$ 34,282,300
	=====
Distributable earnings - ordinary income	\$ 3,263,604
	=====

The tax character of distributions paid during the years ended August 31, 2004 and 2003 was as follows:

	----- 2004 -----	----- 2003 -----
Distributions paid from:		
Ordinary income	\$4,094,975	\$2,646,700

Net investment income (loss) differs for financial statement and tax purposes primarily due to differing treatments of foreign currency transactions and

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passive foreign investment company shares.

Net realized gains differ for financial statement and tax purposes primarily due to differing treatment of wash sales, foreign currency transactions, passive foreign investment company shares and foreign taxes on sales of securities.

6. INVESTMENT TRANSACTIONS

Purchases and sales of investments (excluding short-term securities) for the year ended August 31, 2004 aggregated \$147,067,799 and \$149,506,925, respectively.

7. INVESTMENTS IN FRANKLIN INSTITUTIONAL FIDUCIARY TRUST MONEY MARKET PORTFOLIO

The Fund may invest in the Franklin Institutional Fiduciary Trust Money Market Portfolio (the Sweep Money Fund), an open-end investment company managed by Franklin Advisers, Inc. (an affiliate of the investment manager). Management fees paid by the Fund are reduced on assets invested in the Sweep Money Fund, in an amount not to exceed the management fees paid by the Sweep Money Fund.

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Templeton Emerging Markets Fund

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

8. REGULATORY MATTERS

MASSACHUSETTS ADMINISTRATIVE PROCEEDING

On September 20, 2004, Franklin Resources, Inc. (Franklin Resources, Inc. and its subsidiaries are referred to collectively as the "Company") announced that an agreement has been reached by two of its subsidiaries, Franklin Advisers, Inc. ("Franklin Advisers") and Franklin Templeton Alternative Strategies, Inc. ("FTAS"), with the Securities Division of the Office of the Secretary of the Commonwealth of Massachusetts (the "State of Massachusetts") related to an administrative complaint filed on February 4, 2004. The administrative complaint addressed one instance of market timing that was also a subject of the August 2, 2004 settlement that Franklin Advisers reached with the SEC, as described below.

Under the terms of the settlement consent order issued by the State of Massachusetts, Franklin Advisers and FTAS have consented to the entry of a cease-and-desist order and agreed to pay a \$5 million administrative fine to the State of Massachusetts. The consent order has multiple sections, including "Statements of Fact" and "Violations of Massachusetts Securities Laws." The Company admitted the "Statements of Fact." The Company did not admit or deny the "Violations of the Massachusetts Securities Laws." While Franklin Advisers and FTAS did not admit or deny engaging in any wrongdoing, the Company believes that it is in its best interest and the interests of its funds' shareholders to settle this issue now and move forward.

U.S. SECURITIES AND EXCHANGE COMMISSION (SEC) SETTLEMENT

On August 2, 2004, the Company announced that an agreement has been reached by Franklin Advisers with the SEC that resolves the issues resulting from the SEC's investigation of market timing activity and the SEC issued an "Order instituting administrative and cease-and-desist proceedings pursuant to sections 203(e) and 203(k) of the Investment Advisers Act of 1940 and sections 9(b) and 9(f) of the Investment Company Act of 1940, making findings and imposing remedial sanctions

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and a cease-and-desist order" (the "Order"). The SEC's Order concerns the activities of a limited number of third parties that ended in 2000 and those that are the subject of the Massachusetts administrative complaint described above.

Under the terms of the SEC's Order, pursuant to which Franklin Advisers neither admits nor denies any wrongdoing, Franklin Advisers has agreed to pay \$50 million, of which \$20 million is a civil penalty, to be distributed to shareholders of certain funds in accordance with a plan to be developed by an Independent Distribution Consultant. At this time, it is unclear which funds will receive distributions or which shareholders of any particular fund will receive distributions. The SEC Order also requires Franklin Advisers to, among other things, enhance and periodically review compliance policies and procedures.

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Templeton Emerging Markets Fund

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

8. REGULATORY MATTERS (CONTINUED)

OTHER GOVERNMENTAL INVESTIGATIONS

As part of ongoing investigations by the SEC, the U.S. Attorney for the Northern District of California, the New York Attorney General, the California Attorney General, the U.S. Attorney for the District of Massachusetts, the Florida Department of Financial Services and the Commissioner of Securities, the West Virginia Attorney General, the Vermont Department of Banking, Insurance, Securities, and Health Care Administration and the National Association of Securities Dealers, relating to certain practices in the mutual fund industry, including late trading, market timing and payments to securities dealers who sell fund shares, the Company and its subsidiaries, as well as certain current or former executives and employees of the Company, have received requests for information and/or subpoenas to testify or produce documents. The Company and its current employees have been providing documents and information in response to these requests and subpoenas. In addition, the Company has responded to requests for similar kinds of information from regulatory authorities in some of the foreign countries where the Company conducts its global asset management business.

The staff of the SEC has also informed the Company that it is considering recommending a civil action or proceeding against Franklin Advisers and Franklin Templeton Distributors, Inc. ("FTDI") concerning payments to securities dealers who sell fund shares (commonly referred to as "revenue sharing"). The staff of the California Attorney General's Office ("CAGO") also has advised the Company that the California Attorney General is authorized to bring a civil action against the Company and FTDI arising from the same events. Even though the Company currently believes that the charges the SEC staff and CAGO staff are contemplating are unwarranted, it also believes that it is in the best interest of the Company's and funds' shareholders to resolve these issues voluntarily, to the extent the Company can reasonably do so. The Company continues to have discussions towards resolving these governmental investigations.

OTHER LEGAL PROCEEDINGS

The Company, in addition to other entities within Franklin Templeton Investments, including certain of its subsidiaries, other funds, and current and former officers, employees, and directors have been named in multiple lawsuits

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in different federal courts in Nevada, California, Illinois, New York and Florida, alleging violations of various federal securities laws and seeking, among other things, monetary damages and costs. Specifically, the lawsuits claim breach of duty with respect to alleged arrangements to permit market timing and/or late trading activity, or breach of duty with respect to the valuation of the portfolio securities of certain funds managed by Company subsidiaries, resulting in alleged market timing activity. The majority of these lawsuits duplicate, in whole or in part, the allegations asserted in the Massachusetts administrative complaint described above. The lawsuits are styled as class actions or derivative actions on behalf of either the named funds or the Company.

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Templeton Emerging Markets Fund

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

8. REGULATORY MATTERS (CONTINUED)

OTHER LEGAL PROCEEDINGS (CONTINUED)

Various subsidiaries of the Company have also been named in multiple lawsuits filed in state courts in Illinois alleging breach of duty with respect to valuation of the portfolio securities of certain funds managed by such subsidiaries.

In addition, the Company and certain of its subsidiaries, as well as certain current and former officers, employees, and directors have been named in multiple lawsuits alleging violations of various securities laws and pendent state law claims relating to the disclosure of directed brokerage payments and/or payment of allegedly excessive advisory, commission, and distribution fees. These lawsuits are styled as class actions and derivative actions brought on behalf of certain funds.

The Company's management strongly believes that the claims made in each of these lawsuits are without merit and intends to vigorously defend against them.

The Company cannot predict with certainty the eventual outcome of the foregoing governmental investigations or class actions or other lawsuits. If the Company finds that it bears responsibility for any unlawful or inappropriate conduct that caused losses to the Fund, it is committed to making the Fund or its shareholders whole, as appropriate.

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Templeton Emerging Markets Fund

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

TO THE BOARD OF TRUSTEES AND SHAREHOLDERS OF TEMPLETON EMERGING MARKETS FUND

In our opinion, the accompanying statement of assets and liabilities, including the statement of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of the Templeton Emerging Markets Fund (the "Fund") at August 31, 2004, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period

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then ended and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Fund's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial 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, which included confirmation of securities August 31, 2004 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

San Francisco, California
October 13, 2004

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Templeton Emerging Markets Fund

TAX DESIGNATION (UNAUDITED)

Under Section 854(b)(2) of the Internal Revenue Code (Code), the Fund hereby designates up to a maximum of \$4,069,210 as qualified dividends for purposes of the maximum rate under Section 1(h)(11) of the Code for the fiscal year ended August 31, 2004. In January 2005, shareholders will receive Form 1099-DIV which will include their share of qualified dividends distributed during the calendar year 2004. Shareholders are advised to check with their tax advisors for information on the treatment of these amounts on their individual income tax returns.

At August 31, 2004, more than 50% of the Templeton Emerging Markets Fund total assets were invested in securities of foreign issuers. In most instances, foreign taxes were withheld from dividends paid to the Fund on these investments. As shown in the table below, the Fund hereby designates to shareholders the foreign source income and foreign taxes paid, pursuant to Section 853 of the Code. This designation will allow shareholders of record on November 5, 2004, to treat their proportionate share of foreign taxes paid by the Fund as having been paid directly by them. The shareholder shall consider these amounts as foreign taxes paid in the tax year in which they receive the Fund distribution.

The following table provides a detailed analysis, by country, of foreign tax paid, foreign source income, foreign qualified dividends, and adjusted foreign source income as designated by the Fund, to shareholders of record. As a service to individual shareholders filing Form 1116, "Adjusted Foreign Source Income per Share" in column 4 below reports foreign source income with the required adjustments to foreign source qualified dividends. This information is provided to simplify your reporting of foreign source income for line 1 of Form 1116.

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COUNTRY	FOREIGN TAX PAID PER SHARE	FOREIGN SOURCE INCOME PER SHARE	FOREIGN QUALIFIED DIVIDENDS PER SHARE
Austria	0.0010	0.0038	0.0038
Belgium	0.0003	0.0012	0.0012
Bermuda	0.0000	0.0001	0.0000
Brazil	0.0055	0.0257	0.0090
China	0.0000	0.0093	0.0060
Croatia	0.0000	0.0021	0.0000
Czech Republic	0.0004	0.0015	0.0015
Egypt	0.0000	0.0011	0.0011
Greece	0.0000	0.0077	0.0077
Hong Kong	0.0000	0.0210	0.0000
Hungary	0.0017	0.0063	0.0063
India	0.0803	0.0096	0.0090
Indonesia	0.0002	0.0007	0.0007
Luxembourg	0.0000	0.0014	0.0014
Malaysia	0.0014	0.0030	0.0000
Mexico	0.0000	0.0153	0.0146
Philippines	0.0006	0.0014	0.0014
Poland	0.0007	0.0025	0.0025
Russia	0.0006	0.0032	0.0030
Singapore	0.0070	0.0325	0.0000
South Africa	0.0022	0.0314	0.0224
South Korea	0.0098	0.0331	0.0304
Spain	0.0003	0.0012	0.0012
Switzerland	0.0000	0.0001	0.0000
Taiwan	0.0169	0.0433	0.0000
Thailand	0.0002	0.0041	0.0040
Turkey	0.0000	0.0007	0.0007
United Kingdom	0.0002	0.0009	0.0009
TOTAL	\$0.1293	\$0.2642	\$0.1288

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Templeton Emerging Markets Fund

TAX DESIGNATION (UNAUDITED) (CONTINUED)

Foreign Tax Paid per Share (Column 1) is the amount per share available to you, as a tax credit or deduction (assuming you held your shares in the Fund for a minimum of 16 days during the 30-day period beginning 15 days before the ex-dividend date of the Fund's distribution to which the foreign taxes relate).

Foreign Source Income per Share (Column 2) is the amount per share of income dividends paid to you that is attributable to foreign securities held by the Fund, plus any foreign taxes withheld on these dividends. The amounts reported include foreign source qualified dividends without adjustment for the lower U.S. tax rates. Generally, this is the foreign source income to be reported by certain trusts and corporate shareholders.

Foreign Qualified Dividends per Share (Column 3) is the amount per share of foreign source qualified dividends the Fund paid to you, plus any foreign taxes withheld on these dividends. These amounts represent the portion of the Foreign

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Source Income reported to you in column 2 that were derived from qualified foreign securities held by the Fund. If you are an individual shareholder who does not meet the qualified dividend holding period requirements, you may find this information helpful to calculate the foreign source income adjustment needed to complete line 1 of Form 1116.

Adjusted Foreign Source Income per Share (Column 4) is the adjusted amount per share of foreign source income the Fund paid to you. These amounts reflect the Foreign Source Income reported in column 2 adjusted for the tax rate differential on foreign source qualified dividends that may be required for certain individual shareholders pursuant to Internal Revenue Code 904(b)(2)(B). If you are an individual shareholder who meets the qualified dividend holding period requirements, generally, these Adjusted Foreign Source Income amounts may be reported directly on line 1 of Form 1116 without additional adjustment.

In January 2005, shareholders will receive Form 1099-DIV which will include their share of taxes paid and foreign source income distributed during the calendar year 2004. The Foreign Source Income reported on Form 1099-DIV has been reduced to take into account the tax rate differential on foreign source qualified dividend income pursuant to the Code 904(b)(2)(B). Shareholders are advised to check with their tax advisors for information on the treatment of these amounts on their 2004 individual income tax returns.

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Templeton Emerging Markets Fund

ANNUAL MEETING OF SHAREHOLDERS, FEBRUARY 27, 2004

The Annual Meeting of Shareholders of the Fund was held at the Fund's offices, 500 E. Broward Boulevard, Fort Lauderdale, Florida, on February 27, 2004. The purpose of the meeting was to elect four Trustees of the Fund. At the meeting, the following persons were elected by the shareholders to serve as Trustees of the Fund: Harmon E. Burns, Charles B. Johnson, Frank A. Olson and Constantine D. Tseretopoulos.* No other business was transacted at the meeting.

The results of the voting at the Annual Meeting are as follows:

The election of four (4) Trustees:

TERM EXPIRING 2007:	FOR	% OF OUTSTANDING SHARES	% OF VOTED SHARES	WITHHELD	% OF OUTSTANDING SHARES
Harmon E. Burns	14,832,116.3195	83.90%	98.42%	237,597.6964	1.34%
Charles B. Johnson	14,819,267.3195	83.82%	98.34%	250,446.6964	1.42%
Frank A. Olson	14,817,969.3195	83.82%	98.33%	251,744.6964	1.42%
Constantine D. Tseretopoulos	14,837,488.3195	83.93%	98.46%	232,225.6964	1.31%

* Harris J. Ashton, Nicholas F. Brady, Frank J. Crothers, S. Joseph Fortunato, Edith E. Holiday, Gordon S. Macklin and Fred R. Millsaps are Trustees of the Fund who are currently serving and whose terms of office continued after the Annual Meeting of Shareholders.

Templeton Emerging Markets Fund

DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

The Fund offers a Dividend Reinvestment and Cash Purchase Plan (the "Plan") with the following features:

Shareholders must affirmatively elect to participate in the Plan; share dividends and capital gains distributions will be reinvested automatically; Mellon Investor Services, P.O. Box 3338, South Hackensack, NJ 07606-1938, will provide additional Plan information upon request.

Whenever the Fund declares dividends in either cash or shares of the Fund, if the market price is equal to or exceeds net asset value at the valuation date, the participant will receive the dividends entirely in shares at a price equal to the net asset value, but not less than 95% of the then current market price of the Fund's shares. If the market price is lower than net asset value or if dividends and/or capital gains distributions are payable only in cash, the participant will receive shares purchased on the New York Stock Exchange or otherwise on the open market.

A participant has the option of submitting additional cash payments to Mellon Bank, N.A. (the "Plan Administrator"), in any amounts of at least \$100, up to a maximum of \$5,000 per month, for the purchase of Fund shares for his or her account. These payments shall be made by check or money order payable to "Mellon Bank, N.A." and sent to Mellon Investor Services, P.O. Box 382009, Pittsburgh, PA 15250-8009, Attention: Templeton Emerging Markets Fund. The Plan Administrator shall apply such payments (less a \$5.00 service charge and less a pro rata share of trading fees) to purchases of Fund shares on the open market.

The automatic reinvestment of dividends and/or capital gains does not relieve the participant of any income tax that may be payable on dividends or distributions.

Whenever shares are purchased on the New York Stock Exchange or otherwise on the open market, each participant will pay a pro rata portion of trading fees. Trading fees will be deducted from amounts to be invested. The Plan Agent's fee for a sale of shares through the Plan are \$15.00 per transaction plus a \$0.12 per share trading fee.

The participant may withdraw from the Plan without penalty at any time by written notice to the Plan Administrator sent to Mellon Investor Services, P.O. Box 3338, South Hackensack, NJ 07606-1938. Upon withdrawal, the participant will receive, without charge, share certificates issued in the participant's name for all full shares held by the Plan Administrator; or, if the participant wishes, the Plan Administrator will sell the shares and send the proceeds to the participant, less a service charge of \$15.00 and less trading fees of \$0.12 per share.

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Templeton Emerging Markets Fund

TRANSFER AGENT
Mellon Investor Services LLC
85 Challenger Road

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Ridgefield Park, NJ 07660
1-800-416-5585
www.melloninvestor.com

SHAREHOLDER INFORMATION

Shares of Templeton Emerging Markets Fund are traded on the New York Stock Exchange under the symbol "EMF." The Fund's shares are also listed and traded on the Pacific Exchange. Information about the net asset value and the market price is published each Monday in the WALL STREET JOURNAL, weekly in BARRON'S and each Saturday in THE NEW YORK TIMES and other newspapers. Daily market prices for the Fund's shares are published in the "New York Stock Exchange Composite Transactions" section of newspapers.

For current information about dividends and shareholder accounts, call 1-800-416-5585. Registered shareholders can access their Fund account on-line with Investor ServiceDirect(R). For information go to Mellon Investor Services' web site at <https://vault.melloninvestor.com/isd> and follow the instructions.

The daily closing net asset value as of the previous business day may be obtained when available by calling Franklin Templeton Fund Information after 7 a.m. Pacific time any business day at 1-800/DIAL BEN(R) (1-800/342-5236). The Fund's net asset value and dividends are also listed on the NASDAQ Stock Market, Inc.'s Mutual Fund Quotation Service ("NASDAQ MFQS").

Shareholders not receiving copies of reports to shareholders because their shares are registered in the name of a broker or a custodian can request that they be added to the Fund's mailing list, by writing Templeton Emerging Markets Fund, 100 Fountain Parkway, P.O. Box 33030, St. Petersburg, FL 33733-8030.

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Board Members and Officers

The name, age and address of the officers and board members, as well as their affiliations, positions held with the Fund, principal occupations during the past five years and number of U.S. registered portfolios overseen in the Franklin Templeton Investments fund complex are shown below. Each board member will serve until that person's successor is elected and qualified.

INDEPENDENT BOARD MEMBERS

NAME, AGE AND ADDRESS	POSITION	LENGTH OF TIME SERVED	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER*	
HARRIS J. ASHTON (72) 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091	Trustee	Since 1992	140	O D p

PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

Director of various companies; and FORMERLY, Director, RBC Holdings, Inc. (bank holding company)
Chief Executive Officer and Chairman of the Board, General Host Corporation (nursery and craft c

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FRANK J. CROTHERS (60) 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091	Trustee	Since 1999	21		
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PRINCIPAL OCCUPATION DURING PAST 5 YEARS:
Chairman, Island Corporate Holdings Ltd. (Vice Chairman 1996-2003); Vice Chairman, Caribbean Utility Services Ltd. (1996-2002); Director and President, Provo Power Company Ltd.; Director, Caribbean Electric Utility Services Ltd. (1996-2002); director of various other business and nonprofit organizations; and FORMERLY, Chairman, Island Corporate Holdings Ltd. & Power Ltd. (1977-2003).

S. JOSEPH FORTUNATO (72) 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091	Trustee	Since 1992	141		
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PRINCIPAL OCCUPATION DURING PAST 5 YEARS:
Attorney; and FORMERLY, member of the law firm of Pitney, Hardin, Kipp & Szuch.

EDITH E. HOLIDAY (52) 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091	Trustee	Since 1996	96		
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PRINCIPAL OCCUPATION DURING PAST 5 YEARS:
Director or Trustee of various companies and trusts; and FORMERLY, Assistant to the President and Secretary of the Cabinet (1990-1993); General Counsel to the United States Treasury Department (1989-1990); the Secretary and Assistant Secretary for Public Affairs and Public Liaison-United States Treasury Department (1987-1989).

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NAME, AGE AND ADDRESS	POSITION	LENGTH OF TIME SERVED	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER*		
GORDON S. MACKLIN (76) 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091	Trustee	Since 1993	140		

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PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

Chairman, Darby Overseas Investments, Ltd., Darby Emerging Markets Investments LDC and Darby Tec LLC (investment firms) (1994-present); Director, Templeton Capital Advisors Ltd. and Franklin Templeton Fund; and FORMERLY, Chairman, Templeton Emerging Markets Investment Trust PLC (until 2003), Secretary, U.S. States Department of the Treasury (1988-1993); Chairman of the Board, Dillon, Read & Co., Inc. (until 1988); and U.S. Senator, New Jersey (April 1982-December 1982).

HARMON E. BURNS (59)
One Franklin Parkway
San Mateo, CA 94403-1906

Trustee and Vice President
Trustee since 1992 and Vice President since 1996
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PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

Vice Chairman, Member - Office of the Chairman and Director, Franklin Resources, Inc.; Vice President, Franklin Templeton Distributors, Inc.; Executive Vice President, Franklin Advisers, Inc.; Director, Franklin Advisory Services, Inc.; and officer and/or director or trustee, as the case may be, of some of the investment companies of Franklin Resources, Inc. and of 49 of the investment companies in Franklin Templeton Investments.

*CHARLES B. JOHNSON (71)
One Franklin Parkway
San Mateo, CA 94403-1906

Trustee, Chairman of the Board and Vice President
Trustee and Chairman of the Board since 1995 and Vice President since 1992
140

PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

Chairman of the Board, Member - Office of the Chairman and Director, Franklin Resources, Inc.; Vice President, Franklin Templeton Distributors, Inc.; Director, Fiduciary Trust Company International; and officer and/or director, as the case may be, of some of the other subsidiaries of Franklin Resources, Inc. and of 46 of the investment companies in Franklin Templeton Investments.

JAMES M. DAVIS (52)
One Franklin Parkway
San Mateo, CA 94403-1906

Chief Compliance Officer
Since July 2004
Not Applicable

PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

Officer of 51 of the investment companies in Franklin Templeton Investments; Director, Global Compliance, Franklin Resources, Inc.; and FORMERLY, Director of Compliance, Franklin Resources, Inc. (1994-2001).

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NAME, AGE AND ADDRESS	POSITION	LENGTH OF TIME SERVED	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER*
JEFFREY A. EVERETT (40)	Vice President	Since 2001	Not Applicable

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PO Box N-7759
Lyford Cay, Nassau, Bahamas

PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

President and Director, Templeton Global Advisors Limited; officer of 15 of the investment companies in Templeton Investments; and FORMERLY, Investment Officer, First Pennsylvania Investment Research (until 1989)

MARTIN L. FLANAGAN (44) One Franklin Parkway San Mateo, CA 94403-1906	Vice President Since 1989	Not Applicable	
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PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

Co-President and Chief Executive Officer, Franklin Resources, Inc.; Senior Vice President and Chief Financial Officer, Franklin Mutual Advisers, LLC; Executive Vice President, Chief Financial Officer and Director, Templeton Investment Counsel, LLC; Executive Vice President and Chief Operating Officer, Templeton Investment Counsel, LLC; President and Chief Financial Officer, Franklin Advisers, Inc.; Executive Vice President, Franklin Investment Advisory Services, Inc. and Franklin Investment Advisory Services, LLC; Chief Financial Officer, Franklin Advisory Services, LLC; Chairman, Franklin Templeton Investment Services, LLC; officer and/or director or trustee, as the case may be, of some of the other subsidiaries of Franklin Templeton Investments; and officer of 49 of the investment companies in Franklin Templeton Investments.

JIMMY D. GAMBILL (57) 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091	Senior Vice President and Chief Executive Officer - Finance and Administration	Since 2002	Not Applicable
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PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

President, Franklin Templeton Services, LLC; Senior Vice President, Templeton Worldwide, Inc.; and officer of 49 of the investment companies in Franklin Templeton Investments.

DAVID P. GOSS (57) One Franklin Parkway San Mateo, CA 94403-1906	Vice President	Since 2000	Not Applicable
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PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

Associate General Counsel, Franklin Resources, Inc.; officer and director of one of the subsidiaries of Franklin Templeton Investments; officer of 51 of the investment companies in Franklin Templeton Investments; and FORMERLY, Officer and Director, Property Resources Equity Trust (until 1999) and Franklin Select Realty Trust

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NAME, AGE AND ADDRESS	POSITION	LENGTH OF TIME SERVED	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER*
BARBARA J. GREEN (56) One Franklin Parkway San Mateo, CA 94403-1906	Vice President and Secretary	Vice President since 2000 and Secretary since 1996	Not Applicable

PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

Vice President, Deputy General Counsel and Secretary, Franklin Resources, Inc.; Secretary and Secretary, Templeton Worldwide, Inc.; Secretary, Franklin Advisers, Inc., Franklin Advisory Services, LLC,

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Advisory Services, Inc., Franklin Mutual Advisers, LLC, Franklin Templeton Alternative Strategies, Templeton Investor Services, LLC, Franklin Templeton Services, LLC, Franklin Templeton Distributors, Investment Counsel, LLC, and Templeton/Franklin Investment Services, Inc.; and officer of some of the subsidiaries of Franklin Resources, Inc. and of 51 of the investment companies in Franklin Templeton. FORMERLY, Deputy Director, Division of Investment Management, Executive Assistant and Senior Advisor to the Chairman, Special Counsel and Attorney Fellow, U.S. Securities and Exchange Commission, Attorney, Rogers & Wells (until 1986); and Judicial Clerk, U.S. District Court (District of Massachusetts).

RUPERT H. JOHNSON, JR. (64)	Vice President Since 1996	Not Applicable	N
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One Franklin Parkway
San Mateo, CA 94403-1906

PRINCIPAL OCCUPATION DURING PAST 5 YEARS:

Vice Chairman, Member - Office of the Chairman and Director, Franklin Resources, Inc.; Vice President, Franklin Templeton Distributors, Inc.; Director, Franklin Advisers, Inc. and Franklin Investment Services, Inc.; Senior Vice President, Franklin Advisory Services, LLC; and officer and/or director or trustee, of some of the other subsidiaries of Franklin Resources, Inc. and of 49 of the investment companies in Templeton Investments.

JOHN R. KAY (64)	Vice President Since 1994	Not Applicable	N
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500 East Broward Blvd.
Suite 2100
Fort Lauderdale, FL 33394-3091
